

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA

Title III

Case No. 17-BK-4780-LTS

This Application relates only to PREPA, and shall be filed in the lead Case No. 17-BK-3283-LTS and PREPA's Title III Case (Case No. 17-BK-4780-LTS)

**SUMMARY SHEET TO
SECOND INTERIM FEE APPLICATION OF KING & SPALDING LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS ATTORNEYS FOR THE PUERTO RICO
ELECTRIC POWER AUTHORITY, FOR THE PERIOD
APRIL 1, 2022 THROUGH JANUARY 31, 2023**

The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Summary of Fees and Expenses Paid to Date and the Balance of Fees and Expenses for which Allowance and Payment is Requested for the Compensation Period

Name of Applicant:	King & Spalding LLP (" <u>K&S</u> ")
Retained to provide professional services to:	Puerto Rico Electric Power Authority (" <u>PREPA</u> ")
Period for which compensation is sought:	April 1, 2022 through January 31, 2023 (the " <u>Compensation Period</u> ")
Amount of fees sought as actual, reasonable and necessary:	\$2,434,294.90
Amount of expense reimbursements sought as actual, reasonable and necessary:	\$1,079.05
Total fees and expenses sought for Compensation Period:	\$2,435,373.95

This is a(n) ___ Monthly X Interim ___ Final Fee Application

This is the second interim fee application filed by K&S in PREPA's Title III Case. The total time expended in connection with the preparation of this interim application is not included herein, as additional time was expended after the Compensation Period.

TABLE OF SCHEDULES AND EXHIBITS

Schedule 1	Additional Information Under the Guidelines
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Exhibit 2	Proposed Order
Exhibit 3	First Consolidated Monthly Fee Statement for the Period April 1, 2022 through January 31, 2023

Schedule 1

Additional Information Under the Guidelines

Additional information required pursuant to the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for the United States Trustee:

Total fees sought in this Application as allowed:	\$2,434,294.90
Total expense reimbursement sought in this Application as allowed:	\$1,079.05
Total fees sought in this Application already paid pursuant to Monthly Fee Statements but not yet allowed:	\$1,983,052.64
Total expense reimbursement sought in this Application already paid pursuant to Monthly Fee Statements but not yet allowed:	\$1,054.51
Blended Rate for all timekeepers in this Application during the Compensation Period:	\$825.94
Number of Professionals included in this Application:	16
Number of Professionals in this Application not included in staffing plan approved by PREPA:	0
If applicable, difference between budgeted fees and expenses and compensation sought for this Compensation Period:	N/A ¹
Number of Professionals billing fewer than 15 hours in the Compensation Period:	8
Any rates higher than those approved or disclosed when retained? If yes, calculate and disclose the total compensation sought in this Application using the rates originally disclosed at retention.	No, the PSAs among K&S and PREPA (which must, and have been, approved by PREPA's Governing Board and the Oversight Board) establish the rates for all approved K&S timekeepers and do not include provisions that specify allowable rate adjustments.
Disclosure of Compensation sought in this Application using rates higher than those approved or disclosed at retention:	N/A

¹ The applicable PSAs authorize an aggregate Contract Amount (each as defined in the Application) totaling \$5,125,000 for K&S fees and expenses during the Compensation Period through the end of June 2023.

Schedule 2

**Summary of Prior Monthly Fee Statements
for this Compensation Period**

Statement and Date Served	Period Covered	Total Fees Incurred	Fees Requested (90%)	Expenses Requested	Fees Paid	Expenses Paid
First Monthly Fee Statement 2/10/2023	4/1/2022 through 1/31/2023	\$2,434,294.90	\$2,190,865.41	\$1,079.05	\$1,983,052.64	\$1,054.51
Totals:		\$2,434,294.90	\$2,190,865.41	\$1,079.05	\$1,983,052.64	\$1,054.51

Summary of Amounts Requested to be Paid

Total unpaid fees:	\$452,321.31
Total unpaid expenses:	\$24.54
Total amount request to be paid:	\$452,345.85

Schedule 3

List and Summary of Hours and Compensation by Professional

Professional	Title	Department	Hourly Rate	Total Hours	Total Compensation
Borders, Sarah	Partner	Corporate, Finance and Investment (1988)	877	5.7	\$4,998.90
Bowe, Jim	Partner	Corporate, Finance and Investment (1982)	1002	290.7	\$291,211.90
Cagle, Kim	Partner	Corporate, Finance and Investment (1987)	1009	1.9	\$1,917.10
Katz, Jonathan	Partner	Corporate, Finance and Investment (2010)	858	36.6	\$31,420.60
Lang, David	Partner	Corporate, Finance and Investment (2003)	1013	2.1	\$2,127.30
Steinberg, Arthur	Partner	Corporate, Finance and Investment (1980)	1375	0.5	\$687.50
TOTAL FOR PARTNERS:				337.5	\$332,363.30
Brown, Tyler	Counsel	Corporate, Finance and Investment (2009)	1240	3.8	\$4,712.00
Davidson, Scott	Counsel	Corporate, Finance and Investment (1996)	1375	2.8	\$3,850.00
Futch, Kevin	Counsel	Corporate, Finance and Investment (2008)	930	1,319.8	\$1,228,030.60
TOTAL FOR COUNSEL:				1,326.40	1,236,592.60
Cadavid, Miguel	Associate	Corporate, Finance and Investment (2018)	492	111.4	\$54,818.20
Garza, Amanda	Associate	Corporate, Finance and Investment (2017)	850	7.1	\$6,035.00
Langa, Fernando	Associate	Corporate, Finance and Investment (2015)	680	91.0	\$61,880.00
Martin, Silvia	Associate	Corporate, Finance and Investment (2013)	723	770.0	\$556,957.00
Rizk, Philip	Associate	Corporate, Finance and Investment (2022)	600	264.4	\$158,640.00
Schofield, Sarah	Associate	Corporate, Finance and Investment (2021)	592	14.8	\$8,755.50
Ye, Connie	Associate	Corporate, Finance and Investment (2018)	739	24.7	\$18,253.30
TOTAL FOR ASSOCIATES:				1283.4	\$865,339.00
ATTORNEYS GRAND TOTAL				2,947.30	\$2,434,294.90

Schedule 4

List and Summary of Hours and Compensation by Task Code

PREPA – Shovel-Ready PPOA Negotiation/Implementation			
Task Code²	Task Description	Total Hours Billed	Total Fees Requested
B803	Business Operations	5.9	\$ 5,953.10
No Task Code	N/A	0.8	\$ 656.00
Total		6.7	\$ 6,609.10

PREPA – Fee Applications			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
B803	Business Operations	9.8	\$ 8,278.40
B804	Case Administration	55.5	\$ 29,570.10
B812	Fee/Employment Applications	86.9	\$ 48,220.00
Total		152.2	\$ 86,068.50

PREPA – General Regulatory			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
No Task Code	N/A	8.9	\$ 10,100.30
Total		8.9	\$ 10,100.30

PREPA – Energy Resource RFPs			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
B801	Asset Analysis and Recovery	0.5	\$ 543.50
B803	Business Operations	2,557.8	\$ 2,181,958.60
B821	General Corporate Matters	217.0	\$ 144,449.50
No Task Code	N/A	0.6	\$ 652.20
Total		2,775.9	\$ 2,327,603.80

² The Task Codes K&S uses are consistent with the meaning ascribed to such terms in the Guidelines, ¶ C.8. (project categories for billing records).

PREPA – NFE/San Juan 5&6			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
B803	Business Operations	3.6	\$ 3,913.20
Total		3.6	\$ 3,913.20

Schedule 5

Summary of Actual and Necessary Expenses

Expense Category	Cost
Document Retrieval	\$ 40.61
Document Delivery	\$ 1,013.90
Computer Research - Lexis/Westlaw	\$ 24.54
TOTAL	\$ 1,079.05

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:)	
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THE FINANCIAL OVERSIGHT AND)	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,)	Title III
)	
as representative of)	Case No. 17-BK-3283-LTS
)	
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,)	(Jointly Administered)
)	
Debtors. ¹)	
In re:)	
)	
THE FINANCIAL OVERSIGHT AND)	PROMESA
MANAGEMENT BOARD FOR PUERTO RICO,)	Title III
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as representative of)	Case No. 17-BK-4780-LTS
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PUERTO RICO ELECTRIC POWER AUTHORITY,)	This Application relates only to
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Debtor.)	lead Case No. 17-BK-3283-LTS
)	and PREPA's Title III Case
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**SECOND INTERIM FEE APPLICATION OF KING & SPALDING LLP FOR
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King & Spalding LLP (“K&S”),² as counsel to the Puerto Rico Electric Power Authority (“PREPA”), hereby submits this second interim application (this “Application”), pursuant to PROMESA sections 316 and 317, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016–1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for the United States Trustee, 28 CFR Part 58, Appendix B (the “Guidelines”), and in accordance with this Court’s *Third Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Case No. 17-BK-3283–LTS, ECF No. 20546] (the “Interim Compensation Order”), for (a) allowance of interim compensation for actual, reasonable and necessary professional services performed by K&S for the period commencing April 1, 2022 through and including January 31, 2023 (the “Compensation Period”) in the amount of \$2,434,294.90, and (b) reimbursement of its actual and necessary expenses in the amount of \$1,079.05 incurred during the Compensation Period. In further support of this Application, K&S respectfully represents as follows:

Jurisdiction

1. The United States District Court for the District of Puerto Rico (the “Court”) has subject matter jurisdiction over this Application pursuant to PROMESA section 306(a).
2. Venue is proper in this district pursuant to PROMESA section 307(a).
3. The statutory predicates for the relief requested herein are PROMESA sections 316

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Interim Compensation Order (as defined herein).

and 317.

Background

4. On June 30, 2016, the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board” or “FOMB”) was established under PROMESA section 101(b). On August 31, 2016, President Obama appointed the Oversight Board’s first seven voting members.

5. Pursuant to PROMESA section 315, “[t]he Oversight Board in a case under this subchapter is the representative of the debtor” and “may take any action necessary on behalf of the debtor to prosecute the case of the debtor, including filing a petition under section [304] of [PROMESA] . . . or otherwise generally submitting filings in relation to the case with the court.” PROMESA §§ 315(a), (b).

6. On September 30, 2016, the Oversight Board designated PREPA as a “covered entity” under PROMESA section 101(d).

7. On July 2, 2017, the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for PREPA pursuant to PROMESA section 304(a), commencing a case under Title III thereof (the “Title III Case”). Pursuant to PROMESA section 315(b), the Oversight Board is PREPA’s representative in the Title III Case.

8. On October 6, 2017, the Court entered the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(a) Appointing a Fee Examiner and Related Relief* [ECF No. 1416], which appointed Brady Williamson of Godfrey & Kahn, S.C. to serve as fee examiner in the Title III Case (the “Fee Examiner”).

9. On August 4, 2017, PREPA initially retained K&S to address an ongoing, non-public SEC investigation of certain PREPA bond offerings pursuant to a professional services

agreement setting forth the terms of the engagement, including the effective term, approved K&S timekeepers, and the maximum budgeted compensation allowed thereunder (as defined therein, the “Contract Amount”). Thereafter, PREPA has broadened the scope of the engagement on several instances to include, among others, a wide variety of energy- and regulatory-related matters, as further described below, pursuant to new professional service agreements and amendments thereto with K&S which cover subsequent time periods set forth in the table below and authorize an aggregate Contract Amount for K&S’ fees and expenses in excess of \$33 million (and \$5,125,000 during the Compensation Period) through the end of June 2023 (collectively, the “PSAs”):³

Contract	Effective Date	Expiration	Contract #
1st PSA	8/4/2017	6/30/2018	2018-P00012
First Amendment to 1st PSA	4/5/2018	6/30/2018	2018-P00012A
Second Amendment to 1st PSA	6/29/2018	7/1/2018	2018-P00012B
2nd PSA	7/24/2018	6/30/2019	2019-P00006
First Amendment to 2nd PSA	11/9/2018	6/30/2019	2019-P00006A
Second Amendment to 2nd PSA	12/19/2018	6/30/2019	2019-P00006B
Third Amendment to 2nd PSA	6/28/2019	6/30/2019	2019-P00006C
3rd PSA	6/28/2019	6/30/2020	2019-P00126
First Amendment to 3rd PSA	6/26/2020	6/30/2020	2019-P00126A
4th PSA	7/14/2020	9/30/2020	2021-P00024
First Amendment to 4th PSA	9/30/2020	6/30/2021	2021-P00024A
5th PSA	7/21/2021	10/30/2021	2022-P00006
6th PSA	11/22/2021	3/31/2022	2022-P00026
First Amendment to 6th PSA	3/24/2022	6/30/2022	2022-P00026A
7th PSA	7/22/2022	6/30/2023	2023-P00020
First Amendment to 7th PSA	12/27/2022	6/30/2023	2023-P00020A

10. PREPA must request that it’s Governing Board approve each PSA and any amendments thereto. PREPA’s Governing Board entered resolutions approving each PSA listed above. For example, on October 26, 2022, PREPA’s Governing Board issued Resolution 5006

³ A copy of all of the PSAs and PREPA’s Governing Board resolutions approving each PSA are available on Puerto Controller’s website at <https://consultacontratos.ocpr.gov.pr/>

authorizing the execution of the First Amendment to the 7th PSA to increase the Contract Amount for the applicable period. Additionally, the Oversight Board must (and has) approved PREPA's entry into and the terms of each PSA. As noted above, the aggregate Contract Amount authorized under the PSAs during the Compensation Period (and through June 2023) is \$5,125,000.

11. On August 4, 2022, K&S filed the *First Interim Fee Application of King & Spalding LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Puerto Rico Electric Power Authority, for the Period August 1, 2018 Through March 31, 2022* [ECF Nos. 21718, 21719] (the "First Interim Application"). No Monthly Objection (as defined in the Interim Compensation Order) was filed in response to the First Monthly Fee Statement. No Interim Objection was filed in response to the First Interim Application.⁴

12. On February 10, 2023, K&S served on the Notice Parties (as defined in the Interim Compensation Order) *First Consolidated Monthly Fee Statement of King & Spalding LLP as Attorneys for the Puerto Rico Electric Power Authority for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period April 1, 2022 Through January 31, 2023* ("First Monthly Fee Statement"), a copy of which is attached hereto as **Exhibit 3**. No Monthly Objection was filed in response to the First Monthly Fee Statement.

13. In accordance with the Interim Compensation Order and pursuant to the First Monthly Fee Statement, as reflected in the foregoing summaries, K&S requested an aggregate payment of \$2,191,944.46 (payment of 90% of the fees sought and reimbursement of 100% of expenses incurred) and has received \$1,984,107.15 with respect to the First Monthly Fee

⁴ The Fee Examiner has requested to adjourn the hearing on the First Interim Application subject to the Fee Examiner's continuing review thereof. See ECF Nos. 22210 (Exhibit B), 22702 (Exhibit B), 23020 (Exhibit C), 23387 (Exhibit C).

Statement.

Summary of Services Rendered by K&S During the Compensation Period

14. The instant Application is K&S's second application for interim compensation in the Title III Case. Throughout the Compensation Period, K&S primarily advised PREPA on a myriad of issues, as further described below, related to the Request for Proposals for Renewable Energy Generation and Energy Storage Resources (the "RE RFP") for Tranche 1 No. 112648 (the "T1 RFP") pursuant to which PREPA solicited proposals for renewable energy, energy storage, and virtual power plant resources—the T1 RFP process represents one of PREPA's most significant and important tasks during the Compensation Period. The Puerto Rico Energy Bureau (the "PREB") has staged the RE RFP in six tranches, and the Puerto Rico Public-Private Partnerships Authority (the "P3A") has confirmed that PREPA bears the responsibility to manage and oversee the T1 RFP through to completion. K&S also assisted PREPA in analyzing the T1 RFP process to identify opportunities for improving and maximizing the efficiency and outcomes of subsequent tranches of the RE RFP process, including the pending RE RFP for Tranche 2 (the "T2 RFP").

15. K&S provided PREPA with critical legal and administration services in connection with the T1 RFP. In connection therewith, K&S utilized its substantial institutional and process knowledge regarding the RE RFP and the commercial realities of renewable energy development on the island, which PREPA cannot easily replace or replicate. The T1 RFP attracted over 70 proposals and was projected to likely require the negotiation and implementation of 20 to 30 new contracts. The T2 RFP is projected to have a similar turnout and time requirement (subject to efficiencies realized from applying lessons learned from the T1 RFP process and role of PREB's independent coordinator). These processes required a significant number of hours to review and complete negotiations with the relevant stakeholders within the tight deadlines established by

PREB.

16. In connection with the T1 RFP, K&S assisted PREPA to secure, as of September 2022, 844 MW of greenfield renewable energy generation and 200 MW of energy storage resources pursuant to 20 executed agreements. LUMA is in the process of conducting interconnection studies for additional energy storage projects and, subject to competition of those studies, K&S is assisting PREPA to negotiate 7 additional commercial agreements for battery storage projects. Additionally, K&S has been advising PREPA in connection with the negotiation and finalization of a grid services agreement for a 17 MW virtual power plant, as well as substantial work with respect to the contract closing process for all of the executed agreements, as further detailed below.

17. Regarding the agreements executed in connection with the T1 RFP process, K&S advised PREPA in connection with negotiating amendments to certain of those executed contracts, as well as process, pricing and interconnection issues, primarily as a result of LUMA changing its approach on multiple occasions regarding the allocation of responsibility for constructing the interconnection facilities located inside of PREPA's substations. LUMA has made three significant policy changes on these issues during the T1 RFP process, and each such modification required K&S to expend significant time and effort to amend the contracts of any resource providers agreeing to take on this new responsibility. Once the contracts are closed on the applicable effective date thereof, LUMA takes over administration of such contracts, which PREPA projects would occur in the third quarter of 2023 (based on LUMA's most recent forecast for the completing the interconnection work).

18. In addition to supporting PREPA in connection with the T1 RFP process, during the Compensation Period, K&S also advised PREPA in connection with the following: (i) contract

administration and implementation of the renegotiated agreements with operating and shovel-ready renewable energy projects and thermal generation projects; (ii) as-needed support in PREB proceedings related to Integrated Resource Plan (IRP) implementation and amendments thereto, ongoing requests for information, optimization of the design of minigrids and microgrids, and finalization of regulations addressing energy efficiency, demand response, distributed generation and related matters; (iii) support in addressing and resolving contract administration and operational issues with New Fortress Energy (NFE) with regard to the San Juan Units 5 & 6 conversion and related Federal Energy Regulatory Commission (FERC) proceedings; and (iv) general regulatory and operation guidance on benefits of hydrogen power for Puerto Rico.

19. As reflected on Schedule 2, K&S seeks allowance, pursuant to the Interim Compensation Order, of (a) \$2,434,294.90 (including the 10% holdback, equal to \$243,429.49) as compensation for actual, reasonable and necessary professional services rendered, and (b) \$1,079.05 as reimbursement for actual, reasonable and necessary expenses incurred during the Compensation Period in connection with such professional services.

20. During the Compensation Period, as set forth on Schedule 3, K&S attorneys expended a total of 2,947.30 hours in connection with the actual, reasonable and necessary services performed. K&S maintains computerized records of the time spent by all K&S attorneys in connection with the firm's representation of PREPA. Subject to redaction where necessary to preserve confidentiality, copies of the computerized records for the fees and expenses billed to PREPA during the Compensation Period, separated by month and work done inside and outside of Puerto Rico, are attached hereto as exhibits to the First Monthly Fee Statement (the "Compensation Exhibits").

21. As described above in paragraph 9, each PSA establishes a maximum Contract

Amount for the applicable term and sets forth a list of K&S approved timekeepers, which acts as a budget and staffing plan. During the Compensation Period all K&S Professionals appeared on the approved timekeepers list and K&S has not exceeded the aggregate Contract Amounts permitted under the PSAs.

22. The total time expended during the Compensation Period by K&S attorneys in connection with the preparation of the First Interim Application,⁵ this Application and the First Monthly Fee Statement, including in connection with correspondences with the Fee Examiner and PREPA and the preparation of the Compensation Exhibits, was 152.2 hours and \$86,068.50, which each constitute less than 6% of the total hours and 4% of the total fees included in this Application, respectively. Such time was reasonable and necessary given that the Compensation Period for this Application covers 10 months of K&S services for PREPA and going forward, such services shall be limited to preparation of monthly fee statements and any communications regarding comments to the First Interim Application, this Application or the forthcoming monthly fee statements.

23. The number of PREPA approved K&S timekeepers under the PSAs that worked on the aforementioned PREPA matters during the Compensation Period was 16. As the scope of services PREPA engaged K&S to perform expanded under the PSAs, different timekeepers with different areas of expertise were consulted to provide specialized assistance in connection with related power purchase and operating agreements, electric storage service agreements, grid service agreements, and other matters related to the RE RFP process. To respond to these broadened demands, K&S increased its staffing to ensure diligent and timely representation was provided to PREPA.

24. All entries itemized in detailed time records set forth in the Compensation Exhibits

⁵ The First Interim Application was filed during the Compensation Period in August 2022, therefore a portion of the fees attributable to preparation of the First Interim Application are included in this Application.

comply with the requirements set forth in the PSAs, the Guidelines and the protocols established by the Fee Examiner, including, without limitation, (a) the utilization of task codes consistent with the project categories set forth in the Guidelines, ¶ C.8. (project categories for billing records) (the “Task Codes”), (b) a description of each activity or service that each individual performed, and (c) the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Additionally, Task Codes are organized in accordance with Guidelines, ¶ C.8.b. If a Task Code does not appear in a particular time record in the Compensation Exhibits, K&S did not bill time for that Task Code during the applicable period but may bill time for that Task Code in the future.

25. In addition to summaries included in the Compensation Exhibits for each period covered by the itemized time records included therein, a summary of the titles, hours worked, fees billed and hourly rate of the K&S professionals and paraprofessionals performing services for PREPA during the Compensation Period is set forth on **Schedule 3**. As required by the Guidelines, **Schedule 4** to this Application (and each Compensation Exhibit), shows a list of K&S professionals and the aggregate recorded hours such professional performed under each Task Code during the Compensation Period. In accordance with Guidelines paragraph C.3, K&S’ blended hourly rates are disclosed in **Schedule 1**. The fees charged by K&S, as set forth in the Compensation Exhibits and summarized on **Schedule 3**, are in accordance with the firm’s existing billing rates and procedures in effect during the Compensation Period, as revised to reflect K&S’ arrangement with PREPA. The standard rates K&S charges for the services rendered by its professionals and paraprofessionals on behalf of PREPA have been reduced to reflect the unique circumstances of PROMESA, and the position of the Commonwealth of Puerto Rico, its instrumentalities, and its residents. **Schedule 3** and **Schedule 5** show the rates K&S charges

PREPA on an hourly basis and which are consistent with rates established under the applicable PSAs and competitive market rates charged by the other professionals representing PREPA, the Commonwealth of Puerto Rico, and its instrumentalities in connection with similar matters. No K&S rates were increased as a result of the geographic location of a bankruptcy case (or the Title III Case).

26. The foregoing professional services performed by K&S on behalf of PREPA during the Compensation Period were reasonable, necessary, appropriate, and beneficial when rendered, facilitated the effective administration of PREPA's operational and regulatory affairs, including in connection with the ongoing transformation of Puerto Rico's electrical grid, and were in the best interests of PREPA and its creditors, residents, and other stakeholders. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and time-sensitive nature of the problems, issues, and tasks involved. The professional services were performed with expedition and in an efficient manner.

27. In accordance with the factors enumerated in the PROMESA Section 316, the amount of fees requested is fair and reasonable given: (a) the complexity and essential nature of PREPA's operations, the transformation of Puerto Rico's electrical grid and the RE RFP process; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; (e) K&S' established expertise in the regulatory and energy fields; and (f) the costs of comparable services.

Applicant's Statement in Compliance with Appendix B Guidelines Paragraph C.5

28. The following answers are provided in response to the questions set forth in Guidelines, ¶ C.5:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period? If so, please explain.

Response: Yes, in addition to substantial discounts to K&S's normal hourly rates, other than after the effective date of the 7th PSA (July 7, 2022), the rates of K&S Professionals have been frozen since the date each respective Professional was added to list of approved PREPA timekeepers. The rates for approved K&S Professionals working on PREPA matters were increased pursuant to the 7th PSA, which was approved by PREPA's Governing Board and the Oversight Board.

Question: If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Response: Not applicable.

Question: Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the Title III Case?

Response: No.

Question: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Response: No.

Question: Does this Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: If this Application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Response: No, the rates for approved K&S Professionals working on PREPA matters are fixed under each PSA, and the PSAs do not include provisions that specify allowable rate adjustments or increases.

Actual and Necessary Expenses of K&S

29. Pursuant to the Guidelines, **Schedule 5** is a summary of actual and necessary expenses K&S incurred on behalf of PREPA during the Compensation Period.

30. During the Compensation Period, K&S incurred \$1,079.05 in necessary and reasonable expenses. K&S has made every effort to minimize its expenses in its representation of PREPA. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to effectively serve the needs of PREPA and its stakeholders and are intended to reimburse K&S for its direct operating costs, which are not incorporated into K&S' hourly billing rates, in accordance with PREPA's policies and the terms of the PSAs.

Compensation Paid and Its Source

31. All services for which K&S seeks compensation, and expenses for which it seeks reimbursement, were performed on behalf of PREPA. In connection with the matters covered by this Application, K&S received no payment and no promises of payment for services rendered, or to be rendered, from any source other than PREPA. There is no agreement or understanding between K&S and any other person, other than members of the firm, for the sharing of compensation received for services rendered to PREPA.

32. PROMESA sections 316 and 317 provide for interim compensation of professionals and govern the Court's award of such compensation. PROMESA section 316 provides that a court may award a professional person employed by PREPA "(1) reasonable compensation for actual, necessary services rendered by the professional person, or attorney and

by any paraprofessional person employed by any such person; and (2) reimbursement for actual, necessary expenses.” PROMESA § 316(a). Section 316 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- 1) the time spent on such services;
- 2) the rates charged for such services;
- 3) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this chapter;
- 4) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- 5) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- 6) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this subchapter or title 11.

PROMESA § 316(c).

33. As noted above, the professional services and expenditures for which K&S seeks compensation and reimbursement in this Application were necessary and beneficial to PREPA, and included, among other things, anticipating or responding to PREPA’s needs and assisting in PREPA’s navigation of its complex operational footprint and the transformation of Puerto Rico’s electric grid. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to PREPA. PREPA has reviewed and approved this Application.

Reservations

34. To the extent time or disbursement charges for services rendered or expenses

incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, or K&S has for any other reason not yet sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Compensation Period, K&S reserves the right to request compensation for such services and reimbursement of such expenses in a future application.

Notice

35. Pursuant to the Interim Compensation Order and the *Sixteenth Amended Notice, Case Management and Administrative Procedures* [Case No. 17-BK-3283–LTS, ECF No. 20190-1] (the “Case Management Procedures”), notice of this Application has been filed in the Title III Case and the lead Commonwealth of Puerto Rico’s Title III Case and served upon the Notice Parties set forth in the Interim Compensation Order and Standard Parties set forth in the Case Management Procedures. K&S submits that, in light of the foregoing, no other or further notice need be provided.

WHEREFORE K&S respectfully requests that the Court issue an order (a) allowing interim compensation for professional services rendered during the Compensation Period in the amount of **\$2,434,294.90**, and allowing reimbursement for actual and necessary expenses K&S incurred in connection with such services during the Compensation Period in the amount of **\$1,079.05**; (b) authorizing and directing PREPA to pay promptly to K&S, as more fully set forth on **Schedule 2**, the difference between (i) the amount of interim compensation for professional services rendered and reimbursement of expenses incurred during the Compensation Period allowed hereunder, and (ii) the amounts for such compensation and expenses previously paid to K&S and the holdback amount, consistent with the provisions of the Interim Compensation Order; (c) allowing, on an interim basis, such compensation for professional services rendered and reimbursement of actual

and necessary expenses incurred without prejudice to K&S' right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application or which arise from the accrued incremental fees from increased rates in the PSAs; and (d) granting K&S such other and further relief as is just and proper.

[Remainder of Page Left Intentionally Blank]

Dated: March 15, 2023
San Juan, Puerto Rico

/s/ Janelle Reyes-Masionet

Janelle Reyes-Masionet
USDC-PR No. 231102
SÁNCHEZ LRV LLC
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San Juan, PR 00918
Tel: (787) 522 6776
Email: jreyes@sanchezlr.com

Counsel for King & Spalding LLP

Exhibit 1

Certification under Guidelines

See Attached.

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors. ¹

PROMESA

Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA

Title III

Case No. 17-BK-4780-LTS

This Application relates only to PREPA, and shall be filed in the lead Case No. 17-BK-3283-LTS and PREPA's Title III Case (Case No. 17-BK-4780-LTS)

**CERTIFICATION GUIDELINES FOR FEES
AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF THE
SECOND INTERIM FEE APPLICATION OF KING & SPALDING LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS ATTORNEYS FOR THE PUERTO RICO
ELECTRIC POWER AUTHORITY, FOR THE PERIOD
APRIL 1, 2022 THROUGH JANUARY 31, 2023**

The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Pursuant to the US Trustee Guidelines, Local Rule 2016–1, and the order dated June 26, 2019 [Case No. 17-BK-3283–LTS, ECF No. 7678], the undersigned, a partner of the firm King & Spalding LLP (“K&S”), attorneys for the Puerto Rico Electric Power Authority (the “PREPA”), hereby certifies with respect to (a) *Second Interim Fee Application of King & Spalding LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Puerto Rico Electric Power Authority, for the Period April 1, 2022 Through January 31, 2023*, filed concurrently herewith in the PREPA’s Title III case (the “Application”; capitalized terms not defined herein shall have the meanings set forth in the Application), and (b) the Court’s order dated June 26, 2019 [Case No. 17-BK-3283–LTS, ECF No. 7678], as follows:

1. I am the professional designated by K&S in respect of compliance with the Guidelines and Local Rule 2016–1.
2. I make this certification in support of the Application for interim compensation and reimbursement of expenses incurred during the Compensation Period in accordance with the Guidelines and Local Rule 2016–1.
3. In respect of the Guidelines and Local Rule 2016–1, I certify that:
 - a. I have read the Application;
 - b. to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines;
 - c. except to the extent (i) that fees or disbursements are prohibited by the Guidelines, or (ii) K&S agreed to provide discounts to its usual rates in connection with its representation of PREPA, the fees and disbursements sought are billed at rates in accordance with practices customarily employed by K&S and generally accepted by K&S’ clients; and

d. in providing a reimbursable service, K&S does not make a profit on that service, where the service is performed by K&S in house or through a third party.

4. I certify that K&S has previously delivered invoices of K&S' fees and disbursements to PREPA in accordance with PREPA's policies and the PSAs and served the First Monthly Fee Statement in accordance with the Interim Compensation Order, except that completing reasonable and necessary internal accounting and review procedures, as well as the Fee Examiner's ongoing review of the First Interim Application, may have, at times, delayed delivery of the monthly fee statements within the time periods specified in the Interim Compensation Order.

Dated: March 15, 2023
Washington D.C.

/s/ Steven M. Kupka

Steven M. Kupka
KING & SPALDING LLP
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Suite 900
Washington, DC 20006-4707
Tel: (202) 737-0500
Email: skupka@kslaw.com

*Counsel for the Puerto Rico Electric Power
Authority*

Exhibit 2

Proposed Order

See Attached.

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors. 10

PROMESA

Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

PROMESA

Title III

Case No. 17-BK-4780-LTS

This Application relates only to PREPA, and shall be filed in the lead Case No. 17-BK-3283-LTS and PREPA's Title III Case (Case No. 17-BK-4780-LTS)

**ORDER APPROVING
SECOND INTERIM FEE APPLICATION OF KING & SPALDING LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS ATTORNEYS FOR THE PUERTO RICO
ELECTRIC POWER AUTHORITY, FOR THE PERIOD
APRIL 1, 2022 THROUGH JANUARY 31, 2023**

10 The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon the application (the “Application”)¹¹ of King & Spalding LLP (“K&S”), as attorneys for the Puerto Rico Electric Power Authority (the “Debtor”) under section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),¹² seeking, pursuant to (a) PROMESA sections 316 and 317, (b) Rule 2016 of the Federal Rules of Bankruptcy Procedure, (c) Local Rule 2016–1, (d) the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* issued by the Executive Office for the United States Trustee, 28 CFR Part 58, Appendix B, and (e) this Court’s *Third Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Case No. 17-BK-3283–LTS, ECF No. 20546], allowance of interim compensation for professional services rendered by K&S for the period commencing April 1, 2022 through and including January 31, 2023 in the amount of \$2,434,294.90, and reimbursement of its actual and necessary expenses in the amount of \$1,079.05 incurred during the Compensation Period; and, this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby **ORDERED** that:

5. The Application is **GRANTED** as set forth herein.
6. Compensation to K&S for professional services rendered during the Compensation Period is allowed on an interim basis in the amount of \$2,434,294.90.
7. Reimbursement to K&S for expenses incurred during the Compensation Period is allowed on an interim basis in the amount of \$1,079.05.

¹¹ Capitalized terms not defined in this order will have the meanings ascribed to them in the Application.

¹² PROMESA has been codified in 48 U.S.C. §§ 2101-2241.

8. PREPA is authorized and directed to pay K&S all fees and expenses allowed pursuant to this order within fifteen (15) days of the entry of this order, including those that were previously held back pursuant to the Interim Compensation Order, less any amounts previously paid for such fees and expenses under the terms of the Interim Compensation Order.

9. The compensation for professional services rendered and reimbursement of actual and necessary expenses incurred allowed pursuant to this order is without prejudice to K&S' right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of the Application, or which represent the incremental fees identified in the Summary Sheets.

10. PREPA is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

Dated: _____, 2023
San Juan, Puerto Rico

Honorable Laura Taylor Swain
United States District Judge

Exhibit 3

First Consolidated Monthly Fee Statement for the Period April 1, 2022 through January 31, 2023

See Attached.

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER AUTHORITY,

Debtor.

**COVER SHEET TO FIRST CONSOLIDATED MONTHLY FEE STATEMENT
OF KING & SPALDING LLP AS ATTORNEYS FOR THE PUERTO RICO
ELECTRIC POWER AUTHORITY FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD APRIL 1, 2022 THROUGH JANUARY 31, 2023**

The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of Applicant:	King & Spalding LLP (" <u>K&S</u> ")
Retained to Provide Professional Services to:	Puerto Rico Electric Power Authority (" <u>PREPA</u> ")
Period for Which Compensation is Sought:	April 1, 2022 through January 31, 2023 (the " <u>Compensation Period</u> ")
Amount of Fees Sought as Actual, Reasonable and Necessary:	\$2,434,294.90
Amount of Expense Reimbursements Sought as Actual, Reasonable and Necessary:	\$1,079.05
Total Fees and Expenses Sought for Compensation Period	\$2,435,373.95

This is a(n) X Monthly ___ Interim ___ Final Fee Application

This is the first consolidated monthly fee statement submitted by K&S in the PREPA Title III Case.

Index of Detailed Time and Expense Records

Exhibit A	April 2022 Detailed Time and Expense Records
Exhibit B	May 2022 Detailed Time and Expense Records
Exhibit C	June 2022 Detailed Time and Expense Records
Exhibit D	July 2022 Detailed Time and Expense Records
Exhibit E	August 2022 Detailed Time and Expense Records
Exhibit F	September 2022 Detailed Time and Expense Records
Exhibit G	October 2022 Detailed Time and Expense Records
Exhibit H	November 2022 Detailed Time and Expense Records
Exhibit I	December 2022 Detailed Time and Expense Records
Exhibit J	January 2023 Detailed Time and Expense Records

Principal Certification

I hereby authorize the submission of this First Consolidated Monthly Fee Statement for
April 2022 through January 2023.

**Richard W.
Cruz-Franqui**

Digitally signed by Richard W.
Cruz-Franqui
Date: 2023.02.10 12:17:34
-05'00'

Name: Richard W. Cruz Franqui
Title: General Counsel to the Puerto Rico Electric
Power Authority

On February 10, 2023, this Consolidated Monthly Fee Statement was sent via electronic mail to the Notice Parties identified below pursuant to the Interim Compensation Order:

Counsel for the Oversight Board:

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Proskauer Rose LLP
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O'Neill & Borges LLC
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Counsel for the AAFAF:

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Carolina Velaz-Rivero, Esq.
(cvelaz@mpmlawpr.com)

Office of United States Trustee:

Edificio Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
(re: In re: Commonwealth of Puerto Rico)
(USTP.Region21@usdoj.gov)

Counsel for the Official Committee of Unsecured

Creditors:

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Alberto J.E. Añeses Negrón, Esq.
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Counsel for the Official Committee of Retired

Employees:

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Bennazar, García & Milián, C.S.P.
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Puerto Rico Department of Treasury

Puerto Rico Department of Treasury
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Counsel for the Fee Examiner

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Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler
(KStadler@gklaw.com)

Summary of Legal Fees for the Period April 2022 through January 2023

PREPA – Shovel-Ready PPOA Negotiation/Implementation			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
B803	Business Operations	5.9	\$ 5,953.10
No Task Code	N/A	0.8	\$ 656.00
Total		6.7	\$ 6,609.10

PREPA – Fee Applications			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
B803	Business Operations	9.8	\$ 8,278.40
B804	Case Administration	55.5	\$ 29,570.10
B812	Fee/Employment Applications	86.9	\$ 48,220.00
Total		152.2	\$ 86,068.50

PREPA – General Regulatory			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
No Task Code	N/A	8.9	\$ 10,100.30
Total		8.9	\$ 10,100.30

PREPA – Energy Resource RFPs			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
B801	Asset Analysis and Recovery	0.5	\$ 543.50
B803	Business Operations	2,557.8	\$ 2,181,958.60
B821	General Corporate Matters	217.0	\$ 144,449.50
No Task Code	N/A	0.6	\$ 652.20
Total		2,775.9	\$ 2,327,603.80

PREPA – NFE/San Juan 5&6			
Task Code	Task Description	Total Hours Billed	Total Fees Requested
B803	Business Operations	3.6	\$ 3,913.20
Total		3.6	\$ 3,913.20

Summary of Legal Fees for the Period April 2022 through January 2023

ACROSS ALL PREPA-RELATED MATTERS

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Borders, Sarah	Partner	Corporate, Finance and Investments	877	5.7	\$4,998.90
Bowe, Jim	Partner	Corporate, Finance and Investments	1002	290.7	\$291,211.90
Cagle, Kim	Partner	Corporate, Finance and Investments	1009	1.9	\$1,917.10
Katz, Jonathan	Partner	Corporate, Finance and Investments	858	36.6	\$31,420.60
Lang, David	Partner	Corporate, Finance and Investments	1013	2.1	\$2,127.30
Steinberg, Arthur	Partner	Corporate, Finance and Investments	1375	0.5	\$687.50
Brown, Tyler	Counsel	Corporate, Finance and Investments	1240	3.8	\$4,712.00
Davidson, Scott	Counsel	Corporate, Finance and Investments	1375	2.8	\$3,850.00
Futch, Kevin	Counsel	Corporate, Finance and Investments	930	1,319.8	\$1,228,030.60
Cadavid, Miguel	Associate	Corporate, Finance and Investments	492	111.4	\$54,818.20
Garza, Amanda	Associate	Corporate, Finance and Investments	850	7.1	\$6,035.00
Langa, Fernando	Associate	Corporate, Finance and Investments	680	91.0	\$61,880.00
Martin, Silvia	Associate	Corporate, Finance and Investments	723	770.0	\$556,957.00
Rizk, Philip	Associate	Corporate, Finance and Investments	600	264.4	\$158,640.00
Schofield, Sarah	Associate	Corporate, Finance and Investments	592	14.8	\$8,755.50
Ye, Connie	Associate	Corporate, Finance and Investments	739	24.7	\$18,253.30
TOTAL				2,947.30	\$2,434,294.90

Summary of Disbursements for the Period April 2022 through January 2023

ACROSS ALL PREPA-RELATED MATTERS

Expense Category	Cost
Document Retrieval	\$ 40.61
Document Delivery	\$ 1,013.90
Computer Research - Lexis/Westlaw	\$ 24.54
TOTAL	\$ 1,079.05

K&S requests payment of fees and reimbursement of expenses in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$2,190,865.41, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$1,079.05) in the total amount of \$2,191,944.46.

Professional Certification

I hereby certify that no employee of the Puerto Rico Electric Power Authority is a party to or has any interest in the gains or benefits derived from the contracts that are the basis of these invoices. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Puerto Rico Electric Power Authority. The amount of this invoice is reasonable. The services were rendered and, except for certain payments inadvertently made in December 2022, and in January and February 2023 by the Puerto Rico Electric Power Authority for services rendered by King & Spalding LLP,² the corresponding payment has not been made. To the best of my knowledge, King & Spalding LLP does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

Dated: February 10, 2023
Washington D.C.

/s/ Steven M. Kupka

Steven M. Kupka
KING & SPALDING LLP
1700 Pennsylvania Avenue, NW
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² The inadvertent payments made by the Puerto Rico Electric Power Authority for services rendered by King & Spalding LLP were less than 90% of the fees incurred and 100% of the expenses incurred during the period covered by this Consolidated Monthly Fee Statement. Assuming no Monthly Fee Objection Statement is received by the Monthly Objection Deadline (each term as defined in the Interim Compensation Order), King & Spalding LLP will work with the Puerto Rico Electric Power Authority to reconcile the amounts due and owing to King & Spalding LLP for services rendered during the period covered by this Consolidated Monthly Fee Statement.

EXHIBIT A

April 2022 Detailed Time and Expense Records

See Attached.

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
04/01/22	J Bowe	[B803] Respond to S. Acevedo question regarding status of Informative Motion, discuss same with K. Futch (0.3); review e-mail from VPP Proponent regarding rate and service call availability issues and discuss same with K. Futch and K. Malone (0.2)	0.5
04/01/22	J Bowe	[B803] Review, comment on revised version of Informative Motion addressing BESS selection process, transmit same to K. Futch and S. Martin for review	1.7
04/01/22	J Bowe	[B803] Review communications to BESS proponents, comment on same and transmit to S. Martin, S. Acevedo	0.8
04/01/22	J Bowe	[B803] E-mails from, to K. Futch, S. Martin regarding revisions to Informative Motion on BESS selection	0.6
04/01/22	S Martin	Attention to Tranche 1 RFP (preparation or draft communication for extension of deadline of final notice of non-compliance (1.8); update communication of solar proponent per K. Futch comments (0.7); coordination of publication of communications in PowerAdvocate (0.7); preparation of communication for return of Proposal Security (0.8) review and revise motion regarding selection of Tranche 1 BESS Proposals (1.8)	5.8
04/04/22	J Bowe	[B803] Review D. Hernandez (LUMA) correspondence regarding substation expansion	0.3
04/04/22	J Bowe	[B803] Review S&L comments on BESS selection Informative Motion	0.5
04/04/22	J Bowe	[B803] Teleconference with VPP Proponent regarding status of response to its communication regarding selection process (0.2); respond to K. Futch request for agenda items for 4/6/2022 RE RFP Working Group Conference call (0.3)	0.5
04/04/22	S Martin	Attention to Tranche 1 RFP (review Proposal Security to identify banks issuing letters of credit with Puerto Rico governing law (1.5))	1.5
04/05/22	J Bowe	[B803] Review response of Proponents to Power Advocate notices of proposal security deficiencies	0.2
04/05/22	J Bowe	[B803] E-mails regarding response to 150 MW VPP Proponent, scheduling meeting with 17 MW Proponent (0.3) review and comment on draft agenda for PREPA RE RFP Working Group conference call (0.2); review LUMA comments on insurance provisions of GSAs (0.3); review LUMA response to questions regarding other VPP Proponent comments (0.2)	1.0
04/05/22	J Bowe	Review inquiry regarding VPP Proponent issues, potential response to same, e-mail S. Martin with suggested response (0.2); review, comment upon K. Futch draft response to VPP Proponent inquiry (0.8)	1.0

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Date	Timekeeper	Description	Hours
04/05/22	S Martin	Attention to Tranche 1 RFP (correspondence with Proponents (1.7); update Tranche 1 RFP timeline (0.9); identification of Proposal Security that can be returned (1.3); preparation of first draft of communications to proponents (3.4); review and revise WG agenda and Task Tracker (2.6))	9.9
04/06/22	J Bowe	[B803] Participate in PREPA RE RFP Working Group/LUMA conference call on open Tranche 1 RFP issues, including contract finalization timeline, status of interconnection agreement and construction contract forms, MTR compliance communications with Tranche 1 RFP Proponents	1.5
04/06/22	J Bowe	[B803] Review, respond to S. Acevedo request to produce summary of delay factors; K. Futch e-mail regarding same (0.2); review S. Acevedo comments on Informative Motion addressing BESS selection process, discuss same with K. Futch (0.5); review and revise Informative Motion (0.5)	1.2
04/06/22	J Bowe	[B803] Review, revise Informative Motion addressing BESS selection process, incorporate comments from S. Acevedo and discussion with K. Futch, transmit same to K. Futch	1.0
04/06/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend weekly Working Group call (2.2); prepare draft of Communication 13 re designation of LUMA point of contact (0.7); correspondence with Proponents to coordinate meetings (0.7); update communications in accordance with Working Group discussion (1.2); review Addenda and communications in Tranche 1 RFP to identify timeline issues (2.3))	7.1
04/07/22	J Bowe	[B03] E-mails from, to K. Futch regarding comments on BESS Informative Motion (0.2); review, respond to communication from VPP Proponent regarding timing of response on pricing limitation issues (0.1); review reports regarding restoration of electric service following fire at Costa Sur (0.2)	0.5
04/07/22	J Bowe	[B803] Review communications to Proponents regarding changes in consortium members, adequacy of bid security	0.3
04/07/22	J Bowe	[B803] E-mails transmitting revised BESS Informative Motion, review revised version of same prepared by K. Futch and S. Martin	0.7
04/07/22	J Bowe	[B803] Review K. Futch comments on BESS selection Informative Motion	0.5
04/07/22	S Martin	Attention to Tranche 1 RFP (finalize communications and coordinate distribution of in PowerAdvocate (1.5); review PREB Resolutions, PREPA motions and email correspondence to identify issues with Tranche 1 RFP timeline (4.9); review and revise informative motion regarding selection of BESS proposals (1.3))	7.7
04/08/22	J Bowe	[B803] Respond to S. Acevedo question regarding correction of submission error and request for memo on sources of delay	1.1

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Date	Timekeeper	Description	Hours
		(0.2); review, comment upon K. Futch draft response to VPP Proponent (0.7); respond to S. Acevedo comments on Informative Motion (0.2)	
04/08/22	J Bowe	[B803] Teleconference with K. Futch regarding S&L comments on BESS Informative Motion and respond to same, discuss S. Acevedo comments with K. Futch (0.7); revise Informative Motion, transmit to S. Acevedo and respond to e-mail messages regarding same (1.1)	1.8
04/08/22	J Bowe	[B803] Review, respond to S. Acevedo comments on revised BESS process Informative Motion (0.2); e-mail K. Futch and S. Marting regarding timeline describing delays by Tranche 1 process (0.2)	0.4
04/08/22	J Bowe	[B803] Review D. Zabala comments on addressing BESS selection process	0.5
04/08/22	S Martin	Attention to Tranche 1 RFP (correspondence with Proponent regarding Proposal Security governing law exception (0.7); review Proponent's questions regarding notification of sectionalizer in flood zone and prepare draft responses in coordination with S&L (1.1); preparation of draft messages for return of Proposal Security (1.1); prepare summary of timeline issues for T1 RFP (1.0))	3.9
04/09/22	J Bowe	[B803] Review reports regarding electric service restoration and request for Natural Resources Committee hearing on grid reconstruction pace (0.2); review D. Zabala (S&L) calculation of VPP Proponent's proposed price (0.1)	0.3
04/10/22	J Bowe	[B803] Review reports on power restoration status in PR (0.2); e-mails regarding scheduling of meeting with VPP Proponent (0.1)	0.3
04/10/22	S Martin	Attention to Tranche 1 RFP (preparation of first draft of presentation of issues with tranche 1 RFP timeline and update per K. Futch comments)	4.3
04/11/22	J Bowe	[B803] Review revised timeline addressing Tranche 1 RFP delays	0.2
04/11/22	J Bowe	[B803] Review RFP timeline presentation, comment on same, discuss same with K. Futch (0.8); e-mail S. Acevedo, M. Vazquez, K. Bolanos (D&V) regarding final review of BESS Informative Motion, review status of Energle and Proponent bid bond submissions (0.7)	1.5
04/11/22	J Bowe	[B803] Review Energy Bureau Resolution and Order requiring filing of LCOS and related information on VPP and BESS projects (0.2); review e-mails regarding delay timeline (0.3)	0.5
04/11/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents (1.1); preparation of technical RFIs and coordination of technical meetings with proponents (3.7); review bespoke GSA in preparation of meeting with proponent and coordinate LUMA	8.0

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Date	Timekeeper	Description	Hours
		review of technical / insurance comments (3.2))	
04/12/22	J Bowe	[B803] Conference call with S. Acevedo, F. Santos, K. Futch, S. Martin regarding draft timeline depicting delays on Tranche 1 RFP process and causes therefor, discuss revisions to timeline and discussion of same with PREPA senior management (0.7); e-mails from, to K. Futch, S. Martin regarding communication with VPP proponent, meeting with VPP Proponent (0.3)	1.0
04/12/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend meeting with proponent (2.2); prepare for and join meeting to discuss issues with tranche 1 RFP timeline (0.8); coordinate return of proposal security (0.5); review proposal security submission and prepare summary chart (1.5); preparation of communication for distribution in PowerAdvocate (1.1); correspondence with proponents (0.9))	7.0
04/13/22	J Bowe	[B803] Review, respond to K. Futch, S. Martin e-mails regarding letters to VPP Proponents, agenda for 4/13/2022 PREPA RE RFP Working Group conference call	0.3
04/13/22	J Bowe	[B803] Participate in PREPA RE RFP Working Group/LUMA conference call to discuss interconnection location issues, PREB Resolution and Order directing questions to PREPA and LUMA regarding interconnection studies, BESS and VPP Resources, discuss response to same and filing of Informative Motion addressing BESS resource selection, discuss SESA submission to PREB	1.7
04/13/22	J Bowe	[B803] Revise draft BESS Informative Motion to incorporate additional points on PREB approval of extension, VPP pricing issues, discuss same with K. Futch and transmit to S. Acevedo	1.2
04/13/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend weekly working group call (2.2); prepare for and attend call with proponent (0.6); prepare for and attend technical call with proponent (1.1); coordinate publication of communications via PowerAdvocate (1.1); preparation of non-compliance communications (2.9); preparation of detailed summary of issues with Tranche 1 RFP timeline (3.5))	10.8
04/14/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents (0.7); coordination of technical meetings between LUMA, PREPA and proponents (1); review and revise list of issues with tranche 1 RFP timeline (1.5); review markup to GSA submitted by proponent and update issues list of same (1.4); preparation of first draft of no-objection letter (1.9))	6.3
04/15/22	J Bowe	[B803] E-mails from, to K. Futch, S. Martin regarding meetings with VPP Providers (0.2); e-mails from, to M. Vazquez, K. Futch regarding contract structure for construction of interconnection facilities (0.3)	0.5
04/15/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents and LUMA (1.1); review and coordinate S&L verification of	2.0

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Date	Timekeeper	Description	Hours
		change of control information submitted by proponent (0.9))	
04/16/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke GSA and prepare summary of issues list (4.2))	4.2
04/17/22	J Bowe	[B803] Review D. Zabala (S&L) draft responses to PREB 4/11/2022 questions (0.3); review, revise and supplement K. Futch draft response to PREB 4/11/2022 questions (1.0); review correspondence regarding construction contracting structure from M. Vazquez (D&V), to K. Futch (0.2)	1.5
04/17/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke PPOA (1.3); research, review and revise motion for PREB (1))	2.3
04/18/22	S Martin	Attention to Tranche 1 RFP (prepare for and join call with VPP proponent (1.8); correspondence with proponents and LUMA (0.8); join calls with proponents and LUMA (2); coordination of publication of communication 13 (0.4); preparation of response to proponent message in PowerAdvocate (0.7); update of no-objection letter (1.3);	7.0
04/19/22	J Bowe	[B803] Review e-mails from, to M. Vazquez (D&V), F. Santos regarding filing of Informative Motion and for extension of time to do same (0.3)	0.3
04/19/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents and LUMA (1.1); prepare for and join technical calls with Proponents (2.2); revise and distribute communications to Proponents (1.8); preparation of communication for VPP Proponents (1.1); update Task Tracker (1.1); prepare draft response to Proponent communications (1.7))	9.0
04/20/22	J Bowe	Review insurance comments by VPP Proponent (0.1), review MTR compliance comments from LUMA (0.1), participate in RE RFP Working Group/LUMA conference call on MTR compliance issues (1.0); direct communications with Proponents, flood zone construction prospects, contract structure issues (0.6); response to Energy Bureau 4/11/2022 Resolution and Order, VPP Proponent security (0.3); request of storage proponent for extension of time for contract execution (0.2); status of Tranche 2 RFP (0.2)	2.5
04/20/22	J Bowe	[B803] Review draft agenda for PREPA/LUMA RE RFP Working Group conference call, prepare for same (0.3); revise LUMA response regarding interconnection cost recovery (0.2)	0.5
04/20/22	S Martin	Attention to Tranche 1 RFP (prepare for and join weekly working group meeting (2.3); correspondence with LUMA and Proponents (0.7); monitor PowerAdvocate and review Proponents' communications (1.1); review and revise motion / responses to PREB (1.1)	5.2
04/21/22	J Bowe	Review version of Tranche 1 PPOA as adapted for use in Tranche 2 RFP (0.3)	0.3
04/21/22	J Bowe	Review K. Futch email to J. Katz regarding LUMA EPC	0.7

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Date	Timekeeper	Description	Hours
		contract review (0.2); review changes from PREPA Tranche 1 RFP filings for use in Tranche 2 per PREPA request to evaluate incorporation of lessons learned from Tranche 1 (0.5)	
04/21/22	J Bowe	Review F. Santos email regarding LUMA contract structure, K. Futch response (0.1); review LUMA contract construction reports (0.2)	0.3
04/21/22	J Bowe	Prepare for, participate in conference call with F. Santos, K. Futch and discuss LUMA letter on interconnection study fees and RFP construction contract structure; conference call with F. Santos, R. Cruz regarding contract structure, LUMA approach to interconnection study costs, (0.7); telephone conference with K. Futch regarding status of discussions with VPP Proponents, status of filing of Informative Motion on BESS selection, etc., need for review of LUMA Interconnection Agreement construction contract draft, template and communication of lessons learned from Tranche 1 RFP to Energy Bureau (0.6)	1.3
04/21/22	J Bowe	Review VPP Proponent response to PREPA Governing Board presentation (0.4)	0.4
04/21/22	J Katz	Review LUMA EPC agreement (1.0); prepare issues list regarding same (1.0); conference with K. Futch regarding same (0.6)	2.6
04/21/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents and LUMA (1.2); coordinate signing and distribution of communication to Proponent (0.7); research and review of LUMA proposed construction agreement (2.9); review history of insurance edits to GSA provision in preparation of call with LUMA (1.3))	6.1
04/22/22	J Bowe	Review PREB order extending time to respond to April 11 order, email from to, K. Bolanos (D&V) regarding same (0.2); review SESA 3/29/2022 pleading filed in NEPR-MI-2020-0012 (0.3)	0.5
04/22/22	J Bowe	Emails from, to S. Khan (S&L), S. Martin, regarding discussion of changes to GSA technical requirements (0.3)	0.3
04/22/22	J Bowe	Review comments on form of GSA presented by 17 MW VPP Proponent and LUMA responses thereto relating to insurance provisions (0.5); participate in conference call with 17 MW VPP Proponent, LUMA and S&L representatives on technical and insurance issues (2.0)	2.5
04/22/22	J Bowe	Monitor PREB IC Webinar on contracting for renewable resources in Tranche 2 for implications for conclusion of Tranche 1 contracts (1.4)	1.4
04/22/22	J Katz	Review LUMA EPC agreement (1.8); draft issues list regarding same (1.4); conference with K. Futch regarding same (0.6)	3.8
04/22/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend meeting with VPP Proponent (2.7); coordinate insurance call with	7.3

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Date	Timekeeper	Description	Hours
		LUMA to discuss bespoke GSA (0.6); join call with LUMA technical team to discuss strategy to address proponent's technical comments to bespoke GSA (1.0); review and revise motion / responses to PREB and prepare package for submission (2.9))	
04/23/22	J Bowe	E-mails from, to F. Santos regarding filing of Informative Motion and Response (0.6); review and revise Informative Motion and Response and share with S. Martin and K. Futch (1.2)	1.8
04/23/22	J Bowe	E-mails from, to F. Santos, D. Zabala (S&L) regarding directives to expedite conclusion of Tranche 1 process (0.2); consider same (0.1)	0.3
04/23/22	S Martin	Attention to Tranche 1 RFP (correspondence with Proponents and LUMA (0.8); review and revise PPOA to update for new construction structure and timeline (1.1))	2.9
04/24/22	J Bowe	Review revised timeline for achievement of contract signing prepared by K. Futch (0.2); review responses to VPP Proponent agreements by S. Martin and K. Futch, e-mail regarding same (0.1); respond to K. Futch comments on D. Zabala (S&L) questions for PREPA document (0.2)	0.6
04/24/22	J Bowe	E-mails from, to F. Santos, D. Zabala (S&L), K. Futch, S. Martin regarding Executive Director directive to accelerate completion of Tranche 1 (0.3); review K. Futch comments on revised Informative Motion and response (0.4); review D. Zabala proposed timeline and K. Futch, F. Santos reactions to same (0.2)	0.9
04/24/22	J Bowe	Prepare for, participate in conference call with F. Santos, D. Zabala (S&L), K. Futch, S. Martin regarding directive from Executive Director to expedite Tranche 1 RFP conclusion (1.1)	1.1
04/24/22	J Katz	Review LUMA EPC agreement (1.9); draft issues list regarding same (2.6)	4.5
04/24/22	S Martin	Attention to Tranche 1 RFP (coordination of meeting to discuss Tranche 1 strategy (0.3); review letter from VPP proponent and prepare summary of issues to address in motion to PREB (3.2); prepare for attend call to discuss Tranche 1 strategy and review and revise motion in accordance with same (1.5))	5.0
04/25/22	J Bowe	Review, respond to FERC form 556 filings made by Horizon Energy and Oriana Energy, respond to F. Santos inquiry regarding same (0.2); teleconference with K. Futch regarding conversation with D. Hernandez re adequacy of storage given solar PV projects connected to T&D System (0.3)	0.5
04/25/22	J Bowe	Review K. Futch comments on Informative Motion and response addressing VPP points (0.3); transmit same to K. Futch and S. Martin (0.2)	0.5
04/25/22	J Katz	Review LUMA EPC agreement (1.0) ; draft issues list regarding	3.0

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Date	Timekeeper	Description	Hours
04/25/22	S Martin	same (1.5); conference with S. Martin regarding same (0.5) Attention to Tranche 1 RFP (prepare for and attend call to discuss GSA insurance (1.5); correspondence with proponents (0.9); coordination of publication of communications in PowerAdvocate (1.1); review and revise BESS motion / Responses and preparation of updated package for publication (2.2); research and review LUMA EPC agreement to prepare first draft of chart of key conceptual issues and summary (4.4))	10.1
04/26/22	J Bowe	E-mails from, to K. Futch regarding finalization and submission of Informative Motion and Response (0.2); e-mail from F. Santos regarding QF filing in respect of Proponent acquisition of owners of QFs located in Puerto Rico (0.1)	0.3
04/26/22	J Bowe	E-mails from, to K. Bolanos (D&V), F. Santos regarding review of T2 RFP and related documents (0.2)	0.2
04/26/22	J Bowe	Respond to K. Futch request for agenda items for RE RFP Working Group call 4/27/2022 (0.3)	0.3
04/26/22	J Bowe	Teleconference with K. Futch regarding preparation of comments on Tranche 2 RFP and forms of agreement (0.2), agenda for 4/27/2022 RE RFP Working Group conference call (0.1)	0.3
04/26/22	J Bowe	Conference call with K. Bolanos (D&V), D. Zabala (S&L), K. Futch, P. Daou (S&L) regarding assembly of comments and lessons learned upon Tranche 1 (0.5)	0.5
04/26/22	J Katz	Conference with K. Futch and S. Martin regarding interconnection EPC agreement (0.6)	0.6
04/26/22	S Martin	Attention to Tranche 1 RFP (research and review of LUMA proposed EPC agreement and continue preparation of summary chart (7.4); preparation of follow-up email for LUMA insurance team (0.9); update Task Tracker (1.1))	9.4
04/27/22	J Bowe	Review Tranche 2 RFP document and prepare notes of issues to be addressed in comments (0.3)	0.3
04/27/22	J Bowe	Participate in PREPA -only session of RE RFP Working Group conference call to discuss LUMA position in VPPs (0.3); strategy for submitting VPP proposal and PREB, next steps (0.2)	0.5
04/27/22	J Bowe	Participate in PREPA RFP Working Group/LUMA conference call to discuss status of responses to PREB April 1 requests, status of MTR compliance, status of VPP GSA negotiations and LUMA concerns regarding same (1.0)	1.0
04/27/22	J Bowe	Review LUMA - PREPA-Resource Provider contracting structure per K. Futch request (0.2)	0.2
04/27/22	J Bowe	Emails from, to S. Martin regarding comments on Communication No. 14 (0.2); email regarding response to PREB 4/11/2022 order (0.1)	0.3

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Date	Timekeeper	Description	Hours
04/27/22	J Bowe	Telephone conference with K. Futch regarding Energy Bureau order addressing finalization of PPOAs, need to complete Informative Motion submission, communicating between proponents and LUMA on facilities studies, timing issues relating to same	0.8
04/27/22	J Katz	Review issues table regarding interconnection EPC agreement	2.0
04/27/22	S Martin	Attention to Tranche 1 RFP (prepare for and join weekly working group call (1.9); call with K. Reyes to review status of proponent MTR compliance (0.5); prepare first draft of Communication No. 14 (1.1); update EPC key conceptual issues and summary chart per J. Katz comments (1.1))	4.6
04/28/22	J Bowe	Review, comment upon Tranche 2 RFP document draft (0.7); emails regarding Excel files for submission with Informative Motion and Response (0.2)	0.9
04/28/22	J Bowe	Emails regarding extension of time to comment on Tranche 2 documents (0.1); review draft Tranche 2 RFP (0.2)	0.3
04/28/22	J Bowe	Review, respond to M. Thibodeau email on charges to Informative Motion and Response (0.1); email regarding same to K. Bolanos (D&V) (0.1)	0.2
04/28/22	J Bowe	Review M. Zapata comments on Informative Motion and Response, discuss same with K. Futch; revise Informative Motion and Response to incorporate M. Zapata's comments (0.8) participate on conference call with K. Bolanos, (D&V), K. Reyes (S&L), K. Futch regarding preparation of comments on Tranche 2 RFP documents (0.8); revise Informative Motion and Response draft (0.2)	1.8
04/28/22	J Bowe	Revise Informative Motion and Response per M. Zapata comments (0.4)	0.4
04/28/22	J Bowe	Revise, finalize Informative Motion and Response and prepare same for filing (0.3); review PREPA's Sixth Motion seeking confirmation of PREPA's role in Tranche 2 RFP (0.2)	0.5
04/28/22	J Bowe	Respond to M. Thibodeau email regarding Communication No. 14 (0.1); revise Informative Motion and Response to stress LUMA's concerns regarding ability to confirm VPP deliveries and performance (1.0)	1.1
04/28/22	F Langa	Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (1.8); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (2.3); Attention to Tranche 1 RFP (update of 4 bespoke PPOAs per updated construction structure and timeline) (1.7)	3.5
04/28/22	S Martin	Attention to Tranche 1 RFP (review and revise communication No. 14 (0.5); coordinate publication of communication no. 14 via PowerAdvocate (0.4); update Task Tracker (1.1); review and	5.6

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Date	Timekeeper	Description	Hours
		revise PPOA template for changes in construction structure and timeline updates (2.5); coordination of MTR compliance meetings with Proponents (1.1))	
04/29/22	J Bowe	Discuss status of Tranche 1 and request to review Tranche 2 documents with S. Kupka (0.2)	0.2
04/29/22	J Bowe	Email regarding analysis of LUMA forms of construction contract (0.2)	0.2
04/29/22	J Bowe	Review reports regarding Solar PV project slowdowns and cancellations relating to Commerce investigation, consider implications for Tranche 1 RFP (0.2); correspondence with 17 MW VPP Proponent (0.1)	0.3
04/29/22	J Bowe	Research forms of VPP GSA used to derive original PREPA form of GSA per K. Futch request (0.3); emails regarding same (0.2); transmit form of VPP to K. Futch (0.1)	0.7
04/29/22	J Bowe	Emails regarding PREPA-IC posting regarding submission of documents and comments to, from K. Bolanos (D&V), K. Futch (0.2); review Tranche 2 RFP documents (0.2)	0.4
04/29/22	J Katz	Revise interconnection EPC issues list (2.5); conference with K. Futch and S. Martin regarding same (0.5)	3.0
04/29/22	F Langa	Correspondence with S.Martin and K.Futch regarding updated to PPOAs (0.3); Attention to Tranche 1 RFP (update of 4 bespoke PPOAs per updated construction structure and timeline) (2.1); Attention to Tranche 1 RFP (update of of 2 bespoke PPOAs per updated construction structure and timeline for proponent A) (1.1)	5.8
04/29/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents regarding MTR compliance meetings (1.5); review and revise summary evaluations from LUMA and distribute to Proponents (1.7); prepare for and join call with LUMA to review technical updates to GSA (1.5); review and revise EPC key conceptual issues and review summary in accordance with J. Katz instructions (2.7))	7.4
04/30/22	J Bowe	Review summary analysis of LUMA draft contracts for PREPA Interconnection Facilities and system upgrades construction (0.3)	0.3
			<hr/> 243.5

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TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	54.3	945.00	51,313.50
Jonathan Katz	Partner	19.5	833.00	16,243.50
Fernando Langa	Associate	9.3	680.00	6,324.00
Silvia Martin	Associate	160.4	650.00	104,260.00
Total		<u>243.5</u>		<u>178,141.00</u>

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Task Summary

Task		Hours	Value
B803	Business Operations	243.5	178,141.00
Total		<hr/> 243.5	<hr/> 178,141.00

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
04/01/22	K Futch	Review and revise informative motion (4.0)	4.0
04/04/22	K Futch	Attend to Tranche 1 RFP, including reviewing board documents and amendments (2.2); GSA revisions (1.2); revising BESS informative motion (1.4); return of proposal security (0.8); security jurisdiction issue (0.7)	6.3
04/05/22	K Futch	Attend to Tranche 1 RFP, including reviewing proposals for projects located in flood plain (1.3); coordinating team agenda (0.7); prepare communication on MTR compliance (0.6); review financial capability requirements and related communication (0.9); and revising to GSA (including LUMA comments) (3.6)	7.1
04/06/22	K Futch	Attend to Tranche 1 RFP, including revising informative motion on BESS (1.8) attending to change of control issue (0.7); reviewing RFP delay issues (0.7); call with proponents (0.4); revising contract finalization timeline (1.0); preparing communication no. 13 (0.8); coordinating team call and preparing agenda (0.6)	6.0
04/07/22	K Futch	Attend to Tranche 1 RFP, including attention to net metering and GSA issues (2.4); drafting and revising BESS informative motion (4.8)	7.2
04/08/22	K Futch	Attend to Tranche 1 RFP, including expedited permitting (0.7); FOMB approval (0.7); return of proponent security (0.8); drafting response to VPP proponent (1.1); attention to projects located in flood zones (1.4); timeline delay issues (0.5); revisions to BESS informative motion (3.1)	8.3
04/11/22	K Futch	Attend to Tranche 1 RFP, including prepare RFP timeline and summary of delay issues (3.3); coordinating MTR meetings (0.5); GSA revisions (2.2) and letter to VPP proponent (1.0)	7.0
04/12/22	K Futch	Attend to Tranche 1 RFP, including draft letter to VPP proponent (1.9); attend to RFP communications(1.3); timeline discussion with PREPA (0.9); prepare slide deck for timeline discussion (1.1); and VPP GSA call (1.3)	6.5
04/13/22	K Futch	Attend to Tranche 1 RFP, including finalizing VPP letter (1.7); coordinating team meeting (including review of task tracker and issues list preparation) (1.5); prepare for and attend VPP GSA discussion (2.0); and attend to GSA revisions (2.9)	8.1
04/14/22	K Futch	Attend to Tranche 1 RFP, including reviewing and revising RFP delay summary (1.8) and attending to PREB response (0.7)	2.5

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Date	Timekeeper	Description	Hours
04/15/22	K Futch	Attend to Tranche 1 RFP, including attention to RFP structure (1.8); revising schematics requested by LUMA (0.9); coordinating discussion with D&V (0.7); Sonnedix change of control (0.8); construction contract issues (0.9); attention to GSA issues and drafting responses to PREB questions (2.0)	7.1
04/16/22	K Futch	Attend to Tranche 1 RFP (0.9); drafting responses to PREB questions (3.4)	4.3
04/17/22	K Futch	Attend to Tranche 1 RFP (1.3); drafting response to PREB questions (4.2)	5.5
04/18/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending calls regarding contract structure (1.0), VPP GSA negotiations (1.0), MTR non-compliance for solar projects (0.5), PPOA amendment (1.0), and responses to PREB RFIs (2.0) drafting informative motion for PREB and timeline updates (2.1)	7.6
04/19/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to meetings on MTR non-compliance (1.2); attending to interconnection study cost issues (0.8); reviewing EPC contract for LUMA (2.7) and drafting response to PREB RFI (3.0)	7.7
04/20/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to working group meeting (1.5); revising task tracker (0.5), contract structure diagram (1.0) and interconnection EPC review and issues list (4.5)	7.5
04/21/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending calls regarding payment and contract structure (2.0); EPC review (2.7) attending to proponent requests for proposal security to be returned, BESS project developments, and PPOA amendments (2.5)	7.2
04/22/22	K Futch	Attend to Tranche 1 RFP (0.9); preparing for and attending meeting on VPP GSA (technical appendices) (2.0); follow-up from that meeting (1.8); review of T1 updates impacting future tranches (2.2); updating appendices of utility-scale agreements for changes to contract structure (1.0)	7.9
04/24/22	K Futch	Revisions to RFP timeline (0.5)	0.5
04/25/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to VPP GSA negotiations (2.5); attention to change in control of qualifying facility (1.8); revising draft response to PREB (2.8)	7.1
04/26/22	K Futch	Attend to Tranche 1 RFP, including call relating to T1 RFP updates relevant to future tranches (1.3), revisions to GSA (1.9); drafting emails on interconnection construction contract and expedited permitting (0.5) coordinating technical meetings (0.7); revisions to contract structure (2.0), and preparation for working	7.7

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Date	Timekeeper	Description	Hours
		group call (1.3).	
04/27/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to working group call (1.7); attention to contract structure (1.0); revising template PPOA to accommodate structure changes (2.1); attention to T1 lessons learned (2.0); revisions to communication no. 14 and other proponent communications (1.5)	8.3
04/28/22	K Futch	Attend to Tranche 1 RFP, including reviewing T1 RFP updates relevant to future tranches (2.0); attention to MTR compliance issues and drafting related email to LUMA (1.0); revisions to draft response to PREB (2.9); revisions to PPOA template and attend to proponent bid bond (2.0)	7.9
04/29/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to call with LUMA regarding GSA updates (1.6); revisions to PPOA template and coordination with S&L (2.2); review of precedent GSAs for VPP issues (1.8); attention to MTR compliance matters (1.9)	7.5
			<hr/> 156.8

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	156.8	820.00	128,576.00
Total		<hr/> 156.8		<hr/> 128,576.00

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Task Summary

Task		Hours	Value
B803	Business Operations	156.8	128,576.00
Total		<hr/> 156.8	<hr/> 128,576.00

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
04/01/22	M Cadavid	Review invoices for confidential and/or privileged information in connection with consolidated fee application (8.3)	8.3
04/04/22	S Martin	Review and revise time narratives with confidential and privileged information in 2019 and 2022 invoices in connection with preparation of the fee application	7.2
04/05/22	S Borders	Meeting with M. Cadavid and s. Schofield re fee application (0.5); document review re same (0.2)	0.7
04/05/22	M Cadavid	Review Title III orders requiring R. 2014 disclosures and Motion for Third Amended Interim Fee Application Order (1.7); review list of Material Interested Parties and coordinate conflicts search (1.1); review and revise draft fee application (2.1); review and provide comments to summaries prepared by finance department (1.2); meeting with S. Schofield and S. Borders regarding each of the foregoing (0.7); review and redact confidential and privileged information from invoices (1.7)	8.6
04/05/22	S Schofield	Internal meeting regarding fee application and disclosures	0.5
04/06/22	M Cadavid	Review and redact confidential and privileged information from invoices (5.7)	5.7
04/07/22	M Cadavid	Review and finalize redactions of confidential and privileged information from 2017-2021 invoices (4.7)	4.7
04/19/22	M Cadavid	Meeting with K. Curtis to discuss review of conflicts search (0.4)	0.4
04/20/22	M Cadavid	Attention to conflicts report (0.6); discussion with S. Schofield regarding review of same (0.7)	1.3
04/20/22	S Schofield	Prepare schedules to fee applications	1.7
04/21/22	M Cadavid	Meeting with S. Schofield to discuss review of conflicts search and preparation of disclosure statement (0.8)	0.8
04/21/22	S Schofield	Review conflicts reports and summarize findings for fee application disclosures	4.6
04/27/22	S Borders	Review of conflicts reports and time entries for fee application	1.5
04/28/22	M Cadavid	Review and revise list of Material Interested Parties according to conflicts searches and S. Schofield comments to same (3.1)	3.1
04/29/22	S Borders	Review of time entries	0.8
04/29/22	M Cadavid	Review and revise list of Material Interested Parties according to conflicts searches and S. Schofield comments to same (2.9); meetings with S. Borders re: same (0.9); draft disclosure statement for same (1.4)	5.2
			55.1

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TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	3.0	877.00	2,631.00
Miguel Cadavid	Associate	38.1	459.00	17,487.90
Silvia Martin	Associate	7.2	650.00	4,680.00
Sarah Schofield	Associate	6.8	585.00	3,978.00
Total		<hr/> 55.1		<hr/> 28,776.90

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Task Summary

Task		Hours	Value
B804	Case Administration	38.0	20,134.20
B812	Fee/Employment Applications	17.1	8,642.70
Total		<hr/> 55.1	<hr/> 28,776.90

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
04/01/22	K Futch	Review and revise time narratives with confidential and privileged information for invoices in connection with preparation of the fee application covering 2017-2022	4.0
04/18/22	K Futch	Review and revise time narratives with confidential and privileged information in 2022 invoices in connection with preparation of the fee application	1.0
			<hr/> 5.0

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	5.0	820.00	4,100.00
Total		<hr/> 5.0		<hr/> 4,100.00

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Task Summary

Task	Hours
B803 Business Operations	5.0
Total	<hr/> 5.0

EXHIBIT B

May 2022 Detailed Time and Expense Records

See Attached.

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
05/01/22	K Futch	Attention to Tranche 1 RFP, including EPC contract review (1.8) and comments on chart and PPOA updates (1.0).	2.8
05/02/22	K Futch	Attend to Tranche 1 RFP, including three meetings on MTR compliance (1.5), meeting on transmission issue (0.5), meeting on PPOA and ESSA updates for timeline and structure changes (1.0), and drafting and review of updates to PPOA template (4.5)	7.5
05/03/22	K Futch	Attend to Tranche 1 RFP, including three meetings on MTR compliance (2.0), follow up on GSA technical appendices (1.3), meeting on T1 lessons learned in preparation for PREB meeting (1.0), and contract structure chart with corresponding agreement updates (3.0)	7.3
05/04/22	K Futch	Attend to Tranche 1 RFP, including four MTR compliance meetings (2.0), and weekly team meeting (1.5), drafting notice of non-compliance (1.0), review of proponent bid bond (0.5), task tracker updates (0.5), and PPOA/ESSA updates (1.6).	7.1
05/05/22	K Futch	Attend to Tranche 1 RFP, including drafting Tranche 1 lessons learned (3.0), attend to GSA bid bond form (0.5), PPOA updates (3.5), and revise letter to proponent (1.5)	8.5
05/06/22	K Futch	Attend to Tranche 1 RFP, including meeting on MTR compliance (1.0), PPOA updates for structure changes (2.0), and drafting T1 lessons learned (4.1)	7.1
05/07/22	K Futch	Attend to T1 lessons learned letter updates in preparation for PREB meeting.	2.5
05/08/22	K Futch	Prepare comment chart on for renewable agreements and lessons learned on tranche 1 in preparation for PREB meeting.	4.5
05/09/22	K Futch	To attend to Tranche 1 RFP, including VPP GSA updates (3.1), summary of tranche 1 lessons learned (3.0), preration of lessons learned slides (4.6), and preparation for PPOA update meetings (1.0).	11.7
05/10/22	K Futch	Attend to Tranche 1 RFP, including preparation for PREB meeting on Tranche 1 (2.0), two meetings with proponents on PPOAs (2.0), meeting with PREB on Tranche 1 (1.0), follow up with PREPA on PREB meeting (1.0), and updates to Tranche 1 lessons learned (2.0), draft comment charts (1.0), revise task tracker (0.5), and PPOA updates for structure changes (0.8).	10.3

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Date	Timekeeper	Description	Hours
05/11/22	K Futch	Attend to Tranche 1 RFP, including system impact study and MTR issues (0.5), revisions to comment charts and attention to M. Zapata comments (2.6), review of PPOAs for updates (1.0); attend to team meeting and five proponent meetings on PPOAs (6.0), including follow up calls (0.5).	10.6
05/12/22	K Futch	Attend to Tranche 1 RFP, including five proponent meetings on PPOAs (4.5), attention to summary chart (0.5) and review of PPOA updates for structure changes (0.9).	5.9
05/13/22	K Futch	Attend to Tranche 1 RFP, including flood zone projects letters (0.5), technical inquiries (0.5), Proponent comments on changing circumstances (0.5), PSS/E model issues (0.5), cancellation of letter of credit (0.5), discussions with proponents on key issues (1.0) and review of letter related to proponent requests (0.2), and review of LUMA report on transmission issue (0.5).	4.2
05/16/22	K Futch	Attend to T1 RFP, including drafting letter to proponents with flood zone issues (1.0), EPC contract review (3.0), attention to plan for June / contract signing (1.0) and attending to MTR issues (1.6).	6.6
05/17/22	K Futch	Attend to Tranche 1 RFP, including MTR compliance communications (0.5) and EPC contract review (3.0) and preparation for call with PREPA (0.6).	4.1
05/18/22	K Futch	Attend to tranche 1 RFP, including EPC contract review (2.0), discussion and follow-up email (0.5), review of estoppel certificate (0.5), attend to VPP communication (0.5), draft summary of lessons learned slides (1.0), prepare for and attend to working group meeting (1.5), and attend to proponent meeting on MTR non-compliance (0.7).	6.7
05/19/22	K Futch	Attend to renewables RFP. including calls with proponents with flood zone issues (1.2), correspondence with proponents on MTR issues (0.3), review LUMA's change in treatment of sectionalizer projects (2.8), draft email regarding plan for June 2022 and flood zone projects (1.5), correspondence with VPP proponent and with solar project on interconnection costs (1.5), attention to DCDs, return of proposal security, and review / comment on ESSA revisions (1.0)	8.3
05/20/22	K Futch	Attention to Tranche 1 RFP, including drafting correspondence related to proponent sectionalizer issue (1.0), follow up with PREPA on email to LUMA (0.5), analysis of impact of change to sectionalizers on PPOAs and IA (0.6), review proponent	7.1

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Date	Timekeeper	Description	Hours
		correspondence (1.0), prepare table comparing approach to dealing with sectionalizers (1.5), attention to revisions to ESSAs (1.5), review GSA comments from LUMA and follow up on EPC analysis / next steps (1.0).	
05/22/22	K Futch	Review correspondence on interconnection costs (0.7) and draft letter agreement for LUMA (1.8).	2.5
05/23/22	K Futch	Attend to T1 RFP, including revisions to ESSAs, GSA and PPOAs (4.0), correspondence on MTRs (0.5), follow-up on mark-up of EPC contract (0.3) , review financial info. provided by proponents (0.5), status of renewable energy projects on island (0.5), attend to letter on interconnection costs (1.0), letter for proponents on financial info (0.5), and interconnection agreement issues (0.5).	7.8
05/24/22	K Futch	Attend to tranche 1 RFP, including finalizing letter agreement on interconnection study costs (3.0), review ESSA revisions (4.0), attention to list of points for PREB (1.0), and review and revise GSA (including LUMA comments) (4.0)	12.0
05/25/22	K Futch	Attend to tranche 1 RFP, including advisor call on PREB feedback (1.0), review list of points for PREB and provide comments (1.0), review and revise GSA (3.0), review and revise notice of non-compliance on financial capability (1.0), attention to task tracker (0.8) and preparation of agenda for working group call (0.5)	7.3
05/26/22	K Futch	Attend to tranche 1 RFP, including preparing and attending to working group meeting (1.5), attention to letter on Aguirre substation (0.5), review and revise GSA (2.5), prepare PPOA update slides to discuss with working group (1.0), attention to proponent request to change consortium members (0.5), review and revise draft letter to PREB from Governing Board (1.5), follow up on proposal security returns (0.5), review, review mark-up of PPOA from Proponent and prepare response (0.5).	8.5
05/27/22	K Futch	Attend to Tranche 1 RFP, including review and revise GSA (3.0), prepare for and attend to GSA call with LUMA (1.7), further revisions to GSA following call with LUMA (3.0), and attend to study revision fee for proponent (0.5).	8.2
05/28/22	K Futch	Attend to tranche 1 RFP, including revisions to GSA (2.3), reviewing comments from J. Bowe (0.5) and drafting email summarizing key changes for proponent. (0.8)	3.6

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Date	Timekeeper	Description	Hours
05/30/22	K Futch	Attend to tranche 1 RFP,including PPOA revision in response to proponent (2.0), draft email to PREPA summarizing proponent's issue (0.5), review PPOA and draft response to proponent on executory contract provisions (1.0).	3.5
05/31/22	K Futch	Attend to tranche 1 RFP,including review force majeure issue (0.5) and draft email to summarizing response (1.0), review correspondence on flood plain issue (0.5) and review contract (1.0), prepare agenda for working group meeting (0.5) and follow up on LUMA report (0.3)	3.8
05/31/22	K Futch	Review and summarize assumption / rejection status of shovel-ready and other PPOAs.	1.2
			<hr/> 181.2

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	181.2	820.00	148,584.00
Total		<hr/> 181.2		<hr/> 148,584.00

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Task Summary

Task		Hours	Value
B803	Business Operations	181.2	148,584.00
Total		181.2	148,584.00

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
05/01/22	J Bowe	Review changes to PPOA template to reflect LUMA involvement per K. Futch	1.0
05/02/22	J Bowe	Review e-mails from VPP Proponent, to LUMA from K. Futch regarding ramp rate issue	0.2
05/02/22	J Bowe	Review K. Futch comments on K&S analysis of PREPA Interconnection facilities construction contract	0.3
05/02/22	J Bowe	Review LUMA communication regarding evaluation summaries addressing MTR compliance (0.1); review Proponent Power Advocate communication (0.1)	0.2
05/02/22	J Katz	Review K. Futch markup to issues table (0.5); revise same (1.7)	2.2
05/02/22	F Langa	Attention to Tranche 1 RFP (update of 4 bespoke PPOAs per updated construction structure and timeline) (2.7); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (1.4);	3.5
05/02/22	S Martin	Attention to Tranche 1 RFP (correspondence with Proponents (0.5); review and revise EPC key conceptual issues and summary chart in accordance with K. Futch comments (1.5); review and revise PPOA template (2.4); update bespoke PPOA per latest template updates (5.2))	9.6
05/03/22	J Bowe	Respond to K. Futch e-mail regarding additional agenda items for RE RFP Working Group call 5/4/2022 (0.1); review draft insert for comments to PREB - IC provided by D&V and S&L and comment on same (1.5)	1.6
05/03/22	J Bowe	Participate In conference call with S. Acevedo, F. Santos, D. Zabala (S&L), M. Vazquez and K. Bolanos (D&V, K. Futch regarding Tranche 2 RFP comments and lessons learned, meeting with PREPA GC to discuss lessons learned and possible changes suggested by same (1.0); discuss path forward with lessons learned document with K. Futch (0.2)	1.2
05/03/22	F Langa	Correspondence with S.Martin regarding updates to PPOAs (.3); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (2.3); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (1.8); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent C (1.5); Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline) (1.7)	6.6
05/03/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents (1.1); preparation of first draft of communications for	9.1

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Date	Timekeeper	Description	Hours
		proponents (3.2); update bespoke PPOAs per latest PPOA template updates (4.8))	
05/04/22	J Bowe	Revise D&V draft letter and issues summary addressing the T2 RFP, transmit to D&V, F. Santos, S. Acevedo and K&S and S&L teams	0.7
05/04/22	J Bowe	Draft Lessons Learned from RFP Tranche 1 document; review previous documents setting forth Lessons Learned in Tranche 1	1.0
05/04/22	J Bowe	E-mail from, to F. Santos regarding possible issue with FOMB approval of T2 RFP contracts (0.1); develop list of "Lessons Learned" for submission to PREB (1.1)	1.2
05/04/22	J Bowe	Add to Lessons Learned from Tranche 1 document, discuss same with K. Futch	0.7
05/04/22	J Bowe	E-mail K. Malone seeking input to lessons learned document	0.2
05/04/22	J Bowe	Teleconference with K. Futch regarding assembly of Lessons Learned document, PPOA template revisions, etc.	0.6
05/04/22	J Bowe	Participate in PREPA RE RFP Working Group conference call with LUMA (discuss interconnection study and fee issues)(0.5); participate in PREPA only call regarding communications to Proponents, potential disqualification of Proponents, approach to VPP meeting and ramp rate issues (0.6); discuss development of lessons learned and comment documents addressing RFP Tranche 2 (0.2)	1.3
05/04/22	F Langa	Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (0.9); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (2.4); Attention to Tranche 1 RFP (update of 4 bespoke PPOAs per updated construction structure and timeline) (1.8)	5.1
05/04/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend weekly working group meeting (2.5); review and revise communications for proponents per foregoing meeting (2.1); update Task Tracker (1.1); correspondence with Proponents (1.5); coordinate working group review of updated PPOA template (0.5); prepare for and attend technical call with solar proponent (0.7); update bespoke PPOAs per PPOA template update (2.5))	10.9
05/05/22	J Bowe	Add to Lessons Learned from Tranche 1 document; retrieve responses made to earlier requests for comments and incorporate same	2.2
05/05/22	J Bowe	Revise Lessons Learned in Tranche 1 document, circulate to PREPA team for review and input	1.2
05/05/22	J Bowe	Add discussion to Lessons Learned document (0.9); respond to K. Futch request for comments in description of LUMA liability under PPOAs	1.2

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Date	Timekeeper	Description	Hours
05/05/22	J Bowe	Add text to Lessons Learned document (0.2); review draft communication to Proponent (0.3)	0.5
05/05/22	A Garza	Attention to Tranche 1 RFP (update of bespoke PPOAs per updated construction structure and timeline).	3.2
05/05/22	J Katz	Revise issues table (1.0); conference with S. Martin regarding same (0.5)	1.5
05/05/22	F Langa	Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline)	1.1
05/05/22	S Martin	Attention to Tranche 1 RFP (coordinate and prepare updates of bespoke PPOAs per latest template (3.1); review and revise summary chart of EPC issues per J. Katz comments (2.7); correspondence with proponents (0.9); review and revise draft of T1 RFP lessons learned (1.1))	7.8
05/06/22	J Bowe	Teleconference with K. Futch regarding revisions he and K. Malone have made to the Tranche 1 Lessons Learned document, review revised document (1.2); review e-mails regarding PREPA contract responsibility from, to F. Santos, K. Futch (0.2)	1.4
05/06/22	J Bowe	Review D. Zabala comments on Lessons Learned document	0.5
05/06/22	J Bowe	E-mails from, to K. Futch, S. Martin regarding revision and distribution of Lessons Learned document	0.3
05/06/22	A Garza	Attention to Tranche 1 RFP (update of bespoke PPOAs per updated construction structure and timeline).	2.2
05/06/22	F Langa	Correspondence with S.Martin regarding updates to PPOAs (.2); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (1.4); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (1.3); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent C (1.5); Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline) (1.7)	6.1
05/06/22	S Martin	Attention to Tranche 1 RFP (update bespoke PPOAs per PPOA template updates (5.1); prepare schedule for PPOA update calls (0.9); update of PPOA template (1.1); correspondence with solar proponents (0.7))	7.8
05/07/22	J Bowe	Review M. Thibodeau (S&L) comments on Lessons Learned document (0.3); draft inserts for table accumulating comments on Tranche 2 documents (0.3)	0.6
05/07/22	F Langa	Correspondence with S.Martin regarding updates to PPOAs (0.3); Attention to Tranche 1 RFP (update of 4 bespoke PPOAs per updated construction structure and timeline) (1.5); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A) (0.8)	2.6

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Date	Timekeeper	Description	Hours
05/07/22	S Martin	Attention to Tranche 1 RFP (correspondence with solar proponents and coordination of meetings for PPOA updates (1.4))	1.4
05/08/22	J Bowe	Draft comments on Tranche 2 RFP for inclusion in summary table	2.7
05/08/22	J Bowe	Review consolidated RFP Tranche 2 comment table provided by K. Futch, revise same and transmit to K. Futch and S. Martin	1.1
05/08/22	J Bowe	Teleconference with K. Futch regarding submission of section by section comments on Tranche 2 RFP and forms of PPOA, ESSA and GSA, e-mails regarding same	0.5
05/08/22	S Martin	Attention to Tranche 1 RFP (review changes to T1 GSA in T2 GSA (2.2); research and review administrative expense treatment in T1 RFP contracts (1.1); update PPOA template per K. Futch comments (1.7))	5.0
05/09/22	J Bowe	Conference call with K. Bolanos, M. Vazquez (D&V), K. Futch regarding filing of Lessons Learned document with Energy Bureau; e-mails from, to K. Bolanos, S. Acevedo regarding same	0.5
05/09/22	J Bowe	Review S. Acevedo e-mail regarding Tranche 1 comments, discuss same with K. Futch, agree on changes to be made to comments	0.4
05/09/22	J Bowe	Teleconference with K. Futch regarding meeting on Lessons Learned and RFP Tranche 2 with PREPA's GC	0.2
05/09/22	J Bowe	Review communications from K. Bolanos (D&V) and S. Acevedo regarding removal of comments from PREB-IC platform	0.5
05/09/22	J Bowe	E-mails regarding meeting with PREB on Tranche 2 and regarding meeting with PREPA's GC, teleconference regarding same with K. Futch	0.4
05/09/22	J Bowe	Review K. Futch draft presentation on Lessons Learned, comment on same	0.5
05/09/22	J Bowe	E-mails regarding preparation for meeting on Tranche 2 with PREB staff (0.2); discussion with client and LUMA representatives regarding construction contracts for interconnection facilities (0.2)	0.4
05/09/22	F Langa	Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (1.4); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (2.0); Attention to Tranche 1 RFP (update of 4 bespoke PPOAs per updated construction structure and timeline) (3.0)	6.4
05/09/22	S Martin	Attention to Tranche 1 RFP (update bespoke PPOAs in	10.0

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Date	Timekeeper	Description	Hours
		accordance with PPOA template updates (4.5); preparation of summary of key edits to T1 GSA in T2 GSA (0.5); correspondence with solar proponent (0.5); upload and delete T1 RFP committee comments to IC-PREB platform (3.7); upload T1 lessons learned to IC-PREB platform (0.1); review and revise PPOA update slides (0.7))	
05/10/22	J Bowe	Review e-mails regarding presentation and PREB and use of PREPA template	0.2
05/10/22	J Bowe	Discuss retraction of T2 comments posted to PREB-IC platform, PREPA meeting with Energy Bureau staff, next steps with S. Martin	0.2
05/10/22	F Langa	Call with S.Martin regarding update to PPOAs (.2); Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline) (0.9)	1.1
05/10/22	S Martin	Attention to Tranche 1 RFP (follow-up status of authorization for issuance of communications to Proponents (0.5); correspondence and coordination of meetings with Proponents (1.3); update of Task Tracker and preparation of agenda for Working Group meeting (1.7); attend PPOA update meetings with proponents (1.1) update and distribute bespoke PPOAs in accordance with latest template update (2.8); review VPP proponent request regarding Proposal Security (1.1);)	8.5
05/11/22	J Bowe	Teleconference with K. Futch regarding review and incorporation of M. Zapata comments on line-by-line comments on Tranche 2 RFP; review and incorporate same, transmit same to K. Futch and S. Martin (1.1); review Power Advocate communications with Proponent regarding proposal security and extension of time (0.2)	1.3
05/11/22	J Bowe	Teleconference with K. Futch regarding Proponent time extension	0.4
05/11/22	J Bowe	Teleconference with K. Futch regarding meeting with PREPA GC and PREB GC 5/10/2022 and possible outcomes of same (0.2); discuss extension of time for Proponent and alternatives with K. Futch (0.2)	0.4
05/11/22	F Langa	Correspondence with S.Martin regarding updates to PPOAs (.3); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (2.3); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (1.8); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent C (1.5); Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline) (1.7)	4.1
05/11/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend weekly	10.9

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Date	Timekeeper	Description	Hours
		working group meeting (2.2); preparation of list with proponent contact information for LUMA (0.5); update PPOA template (1.1); attend PPOA update meetings with Proponents (4.4); update and distribute bespoke PPOAs in accordance with template updates (1.1); update and coordination of issuance of communications to Proponents (1.0); review and revise comments charts based on T1 RFP experience (0.6))	
05/12/22	J Bowe	Teleconference with K. Futch regarding calls with Proponents regarding pricing, need to conclude Tranche 1 agreements by June(0.2); discuss submission of Tranche 2 comments to PREB (0.1)	0.3
05/12/22	F Langa	Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (0.9); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (2.6); Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline) (1.1)	4.6
05/12/22	S Martin	Attention to Tranche 1 RFP (attend PPOA update meetings with Proponents (4.4); update and distribute bespoke PPOAs in accordance with template updates (1.7))	6.1
05/13/22	J Bowe	Teleconference with K. Futch regarding criteria for securing ITC and need for research regarding same per F. Santos (0.2); emails from, to D. Hernandez (LUMA) regarding communications regarding MTR compliance (0.1)	0.3
05/13/22	F Langa	Attention to Tranche 1 RFP (update of bespoke PPOA per updated construction structure and timeline)	0.7
05/13/22	S Martin	Attention to Tranche 1 RFP (preparation of draft communication for proponent)	2.1
05/14/22	S Martin	Attention to Tranche 1 RFP (review proponent's response re projects in flood zones and prepare first drafts of responses to proponents)	2.2
05/15/22	J Bowe	Review communication to Proponent regarding extension of time, provide comments on same to S. Martin (0.4); review e-mail regarding MTR compliance issues (0.1)	0.5
05/16/22	J Bowe	Review responses on PowerAdvocate to notices of non-compliance with financial responsibility requirements	0.4
05/16/22	J Bowe	Respond to K. Futch e-mail regarding Tranche 1 extension and work required to complete Tranche 1	0.2
05/16/22	J Katz	Review EPC and OMA agreement	3.0
05/16/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents and coordination of meetings (1.5); review OMA to confirm LUMA EPC structure (2.4); coordinate update of 21 email distribution lists (2.7))	6.6
05/17/22	F Langa	Correspondence with S.Martin regarding updates to PPOAs (.3);	4.5

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Date	Timekeeper	Description	Hours
		Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (1.8); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (1.1); Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline) (1.3)	
05/17/22	S Martin	Attention to Tranche 1 RFP (correspondence with Proponents and LUMA to coordinate exchange of information and scheduling meetings (1.1); coordination of ESSAs template update with F. Langa and review and revise ITC-Compliant ESSA (3.7); prepare updated Task Tracker and review and revise agenda for WG meeting (1.6); preparation for meeting to discuss K&S review of LUMA EPC agreement (2.9))	9.3
05/18/22	J Bowe	Telephone conference with K. Futch regarding results of PREPA RE RFP Working Group call on projects proposing self-funding, schedule for completing contracts in June (0.5); review, consider emails from VPP Proponent regarding request for meeting with Evaluation Committee (0.3)	0.8
05/18/22	J Bowe	Review correspondence from LUMA regarding MTR compliance; Aguirre switchyard issue (0.1); prepare for, participate in PREPA RE PFP Working Group/LUMA conference call (0.9)	1.0
05/18/22	J Bowe	Review K. Futch, F. Santos, S. Acevedo emails regarding VPP Proponent communication, respond to same, draft response to VPP Proponent to be posted to PowerAdvocate	0.5
05/18/22	J Bowe	Respond to F. Santos comment on communication to VPP Proponent regarding request for meeting with Evaluation Committee	0.1
05/18/22	J Bowe	Review, respond to K. Futch email regarding VPP Proponent communications (0.2); review and comment upon K. Futch message regarding steps required to close out Tranche 1 (0.3)	0.5
05/18/22	S Martin	Attention to Tranche 1 RFP (attend meeting to discuss K&S review of LUMA EPC agreement (1.0); prepare for and attend weekly working group meeting (2.2); review and revise ESSA template prepared by F. Langa (1.3))	4.5
05/19/22	J Bowe	Telephone conference with K. Futch regarding treatment of sectionalizer costs in PPOA v. Interconnection Agreement	0.4
05/19/22	J Bowe	Telephone conference with K. Futch regarding calls with proponents proposing sectionalizers, LUMA failure to engage on changes to sectionalizer locations, review emails to S. Acevedo, F. Santos regarding same and offer comments to K. Futch (0.7); email F. Santos, S. Acevedo regarding communication to VPP Proponents (0.2)	0.9
05/19/22	S Martin	Attention to Tranche 1 RFP (correspondence with Proponents	4.0

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Date	Timekeeper	Description	Hours
		and LUMA (0.5); prepare letter in response to VPP proponent message and coordinate signature and publication in PowerAdvocate (1.1); update ESSAs templates in accordance with K. Futch comments and coordinate revisions of PREB approved bespoke ESSAs with C. Ye (0.9); attend flood zone meetings between LUMA and solar Proponents (1.5))	
05/19/22	C Ye	FOMB - B803: review Appendix M discrepancies in Standalone and ITC ESSAs and correspondence with S Martin re same	0.1
05/20/22	J Bowe	Email from to K. Futch regarding message to LUMA addressing sectionalizer relocation proposal and analysis, telephone conference with K. Futch regarding same	0.5
05/20/22	J Bowe	Emails regarding sectionalizer relocation issue, insurance issue under GSAs	0.3
05/20/22	S Martin	Attention to Tranche 1 RFP (review LUMA markup of bespoke GSA (1.5); review status of work streams and coordinate priority action items with K. Futch (0.3))	1.7
05/21/22	J Bowe	Research and document requirements for ITC safe harbor per K. Futch/F. Santos request, email analysis to K. Futch, F. Santos	1.2
05/21/22	C Ye	FOMB - B803: prepare updates to Bespoke Proponent ESSAs based on May 19 template updates	1.0
05/22/22	J Bowe	Emails from F. Santos, K. Futch regarding ITC eligibility requirements	0.2
05/23/22	J Bowe	Review, comment upon LUMA-PREPA letter addressing recovery of interconnection studies costs, emails regarding same from, to K. Futch	0.3
05/23/22	J Bowe	Telephone conference with K. Futch regarding PREPA request for summary of capabilities it could bring to Tranche 2, consider same	0.4
05/23/22	F Langa	Attention to Tranche 1 RFP (update of 2 bespoke ESSAs per updated construction structure and timeline)	0.4
05/23/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents (0.5); review proponent's net worth submissions (0.5); review and revise letter agreement for Interconnection Costs (0.5); coordinate revisions of bespoke ESSAs (0.5); review and revise bespoke GSA in accordance with LUMA's input (1.7))	4.1
05/23/22	C Ye	FOMB - B803: review Appendix M discrepancies in Standalone and ITC ESSAs and correspondence with S Martin re same (2.0); prepare updates to Proponent (1.7)	3.7
05/24/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents (0.5); review and revise LUMA EPC draft (1.0))	1.5
05/24/22	C Ye	Narrative: FOMB-B803 - Tranche 2 RE RFP: Review of Proponents' ESSA responses in Phase II Evaluation of Proponents' Proposed Execution of Contracts; preparation of	1.0

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Date	Timekeeper	Description	Hours
		amendments to ITC Compliant and Standalone ESSA Phase III Pre-Execution Versions; preparation of ESSA Phase III Pre-Execution Versions as bespoke responses to Proponents; preparation of Phase II ESSA Evaluation tracker; preparation of amendments to GSA and PPOA Phase III Pre-Execution Versions	
05/24/22	C Ye	FOMB - B803: prepare updates to Bespoke Proponent ESSAs based on 19 May ESSA template updates	2.7
05/25/22	J Bowe	Prepare for and participate in conference call with PREPA advisors on value of PREPA participation in Tranche 2 RFP	0.6
05/25/22	J Bowe	Consider lessons learned from Tranche 1 to be conveyed to Energy Bureau in support of PREPA's involvement in Tranche 2	0.3
05/25/22	S Martin	Attention to Tranche 1 RFP (correspondence with S&L, LUMA and Proponents (0.7); update Task Tracker (1.2); preparation of communication for proponent (2.6))	4.5
05/26/22	J Bowe	Participate in PREPA-LUMA Working Group RFP Working Group conference call regarding status of Tranche 1 projects, MTR compliance, status of LUMA interconnection studies, sectionalizer siting and interconnection issues, interconnection contracting issues	1.0
05/26/22	J Bowe	Discuss edits to letter from PREPA Board to PREB with K. Futch (0.2); review APER letter to J. Colon (0.2); email regarding PREPA Board letter from, to F. Santos (0.2)	0.6
05/26/22	J Bowe	Review studies depicting Tranche 1 PPOA execution time line and contracting structure; email K. Futch regarding same	0.2
05/26/22	J Bowe	Telephone conference with K. Futch regarding interconnection at PREPA substation issues, next steps in Tranche 1, communication with Energy Bureau regarding Tranche 2 (0.5); review M. Vazquez draft letter from PREPA Board to PREB (0.6)	1.1
05/26/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend meeting WG call (1.9); review Proponent's comments to PPOA (1.9))	3.8
05/27/22	J Bowe	Telephone conference with K. Futch regarding question of requesting up front payment of interconnection study fee from Proponent (0.2), 3 v. 5 year reopener in case of VPP GSA pricing provision	0.3
05/27/22	J Bowe	Emails regarding PREPA Board letter to PREB from S. Acevedo, K. Futch	0.2
05/27/22	F Langa	Attention to Tranche 1 RFP (update of 4 bespoke PPOAs per updated construction structure and timeline) (2.7); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (1.4);	4.1
05/27/22	S Martin	Attention to Tranche 1 RFP (update of bespoke ESSA in accordance with latest ESSA template update)	0.9

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Date	Timekeeper	Description	Hours
05/28/22	J Bowe	Review revised version of GSA per K. Futch, S. Martin request	1.7
05/29/22	S Martin	Attention to Tranche 1 RFP (review and revise LUMA EPC draft)	1.1
05/30/22	J Bowe	Review K. Futch draft response to Proponent FM revisions, respond to K. Futch and K. Malone regarding same	0.2
05/31/22	J Bowe	Review correspondence relating to proposal recently submitted through Power Advocate (0.2); review Political Force Majeure language proposed by K. Futch (0.2)	0.4
05/31/22	J Bowe	E-mails regarding PREPA K&S contract extension (0.1); review VPP proponent message regarding revisions to GSA (0.1)	0.2
05/31/22	F Langa	Correspondence with S.Martin and K.Futch regarding update to ESSAs (.3); Attention to Tranche 1 RFP (update of 4 bespoke ESSAs per updated construction structure and timeline) (2.4)	2.7
05/31/22	S Martin	Attention to Tranche 1 RFP (review new form of Proposal Security submitted by solar proponent (1.6); update communication to proponent (1.1); update meeting for WG agenda (0.6); review and revise LUMA EPC draft (4.3)	7.6
			<hr/> 258.6

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	43.4	945.00	41,013.00
Jonathan Katz	Partner	6.7	833.00	5,581.10
Amanda Garza	Associate	5.4	850.00	4,590.00
Fernando Langa	Associate	53.6	680.00	36,448.00
Silvia Martin	Associate	141.0	650.00	91,650.00
Connie Ye	Associate	8.5	739.00	6,281.50
Total		<hr/> 258.6		<hr/> 185,563.60

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Task Summary

Task		Hours	Value
B803	Business Operations	257.6	184,824.60
B821	General Coporate Matters	1.0	739.00
Total		<hr/> 258.6	<hr/> 185,563.60

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
05/02/22	S Borders	Attention to disclosure filing issues	0.5
05/03/22	S Schofield	Prepare pro hac vice applications for M. Cadavid and S. Borders	1.0
05/04/22	M Cadavid	Draft K&S PRRADA Disclosure statement (2.8); implement S. Borders comments into same (.5) review orders and statute regarding same (1.2); review conflicts searches in connection with same and draft MIP schedules for same (1.9); call with S. Kupka re: same (0.4)	6.8
05/04/22	S Schofield	Revise pro hac vice applications per M. Cadavid comments	0.5
05/05/22	M Cadavid	Finalize K&S PRRADA Disclosure statement based on comments from group (1.7); double check conflicts searches draft MIP schedules for same for accuracy and completeness (1.3); review and provide comments to draft PHV applications (0.7); finalize same along with verified statement and circulate to local counsel (0.5); attention to call and emails with local counsel re: same and in anticipate of fee applications(1.4)	5.6
05/06/22	M Cadavid	Finalize K&S PRRADA verified statement and PHV applications (0.8); emails with S. Borders re: same (0.4); calls and emails with local counsel regarding servicing and filing process (0.5); coordinate filing of same and attention to emails regarding issues with filing (0.4)	2.1
05/10/22	M Cadavid	Review fee examiner memos re: fee application guidelines and protocols (0.7); review third amended compensation order and presumptive standard order (0.6)	1.3
05/12/22	M Cadavid	Prepare for and participate in call with T. Jenkins and C. Kalpakis (0.8); attention to emails regarding expense summaries and descriptions (0.9); review fee examiner and compensation order guidelines re: same (0.7); revise draft fee application and review OMM and Proskauer applications for context (2.4)	4.8
05/16/22	M Cadavid	Emails with T. Jenkins and C. Kalpakis re: LEDEs files and finalized invoices for fee application (0.4); revise draft fee application (1.2)	1.6
			<hr/> 24.2

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	0.5	877.00	438.50
Miguel Cadavid	Associate	22.2	459.00	10,189.80
Sarah Schofield	Associate	1.5	585.00	877.50
Total		<hr/> 24.2		<hr/> 11,505.80

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Task Summary

Task	Hours
B804 Case Administration	15.0
B812 Fee/Employment Applications	9.2
Total	<hr/> 24.2

EXHIBIT C

June 2022 Detailed Time and Expense Records

See Attached.

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Date	Timekeeper	Description	Hours
06/01/22	J Bowe	Review LUMA submission of interconnection studies (0.2), teleconference with K. Futch regarding execution of incoming work on Tranche 1 projects and staffing for same (0.3)	0.5
06/01/22	J Bowe	Attend, participate in PREPA RE RFP Working Group Conference call on status of interconnection studies, process to be employed in regarding pricing of proposals, transmission of same to proponents for purposes of revising pricing, review of stages in Tranche 1 contract execution process	1.5
06/01/22	J Bowe	Teleconference with K, Futch regarding means of granting proponents access to interconnection study results	0.2
06/01/22	F Langa	Attention to Tranche 1 RFP (update of bespoke ESSA per updated construction structure and timeline)	0.6
06/01/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend WG meeting (2.5); download, organize and coordinate distribution to proponents of LUMA interconnection studies (5.2); review and revise LUMA EPC (2.5))	10.2
06/02/22	J Bowe	E-mails regarding meetings to be held in San Juan	0.2
06/02/22	J Bowe	Review revised PSA and comments of K&S GC on same	0.2
06/02/22	J Bowe	Discus Energle request to change POI with K. Futch (0.1), discuss work required to deliver executed contracts (0.3); discuss extension of PREPA contract and possible meeting regarding same with S., Kupka (0.2)	0.5
06/02/22	J Bowe	Conference call with K. Bolanos and M. Vazquez (D&V) regarding Energy Bureau response to PREPA on Tranche 2, current status of Tranche 1 work streams, discuss same with K. Futch	0.5
06/02/22	F Langa	Attention to Tranche 1 RFP (update of 3 bespoke ESSAs per updated construction structure and timeline)	1.0
06/02/22	S Martin	Attention to Tranche 1 RFP (coordinate return of Proposal Security to Proponent (0.8); review and revise LUMA EPC (4.5))	5.3
06/03/22	J Bowe	Review Proponent letter on challenges in current environment relating to solar resource pricing	0.2
06/03/22	J Bowe	Review, comment upon Proponent force majeure language and K. Futch e-mail addressing same	0.3
06/03/22	J Bowe	Confirm approach to Proponent Force Majeure request with K. Futch (0.2)	0.2
06/03/22	J Bowe	Participate in conference call with R. Cruz, F. Santos, K. Futch, S. Acevedo regarding force majeure language change proposed	0.9

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Date	Timekeeper	Description	Hours
		by Proponent, discuss pros and con of changes proposed by K. Futch	
06/03/22	J Katz	Conference with S. Martin regarding EPC agreements (0.7); review same (0.3)	1.0
06/03/22	F Langa	Correspondence with S.Martin regarding updates to ESSAs (.2); Attention to Tranche 1 RFP (update of 2 bespoke ESSAs per updated construction structure and timeline for proponent A (0.9); Attention to Tranche 1 RFP (update of 2 bespoke ESSAs per updated construction structure and timeline for proponent A (1.3)	2.4
06/03/22	S Martin	Attention to Tranche 1 RFP (review and revise LUMA EPC draft)	7.2
06/04/22	J Bowe	E-mails from, to M. Vazquez (D&V), K. Futch regarding FOMB note on PPOA approval and K. Futch suggestion for draft to share with FOMB	0.2
06/06/22	K Futch	Attend to Tranche 1 RFP, including follow up on proponent financial capability (0.5) and review related letter and communications regarding proponent meetings. (0.2)	0.7
06/06/22	F Langa	Attention to Tranche 1 RFP (update of 2 bespoke ESSAs per updated construction structure and timeline for proponent A (0.4); Attention to Tranche 1 RFP (update of 4 bespoke ESSAs per updated construction structure and timeline) (0.6)	1.0
06/06/22	S Martin	Attention to Tranche 1 RFP (correspondence with Proponents (1.2); review and revise communication to Proponents (1.5); review and revise bespoke ESSAs (0.5))	3.2
06/07/22	F Langa	Attention to Tranche 1 RFP (update of 2 bespoke ESSAs per updated construction structure and timeline for proponent A (0.8); Attention to Tranche 1 RFP (update of 2 bespoke ESSAs per updated construction structure and timeline for proponent B (1.3); Attention to Tranche 1 RFP (update of 3 bespoke ESSAs per updated construction structure and timeline) (0.9)	3.0
06/07/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents (1.1); coordinate S&L review of financial new proposed guarantor financial statements (0.5); prepare draft communication (0.5); correspondence with LUMA and PREPA (0.5); upload LUMA DCDs in Box for distribution to Proponents (1.3))	3.9
06/07/22	C Ye	FOMB - B803: prepare updates to Bespoke Proponent ESSAs	1.5
06/08/22	F Langa	Attention to Tranche 1 RFP (update of bespoke ESSAs per updated construction structure and timeline)	2.7
06/08/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend WG meeting	4.4

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Date	Timekeeper	Description	Hours
		(2.2); distribution of first batch of LUMA DCDs to Proponents (1.2); update Task Tracker (1.0))	
06/08/22	C Ye	FOMB - B803: prepare updates to Bespoke Proponent ESSAs	2.9
06/09/22	J Bowe	Discuss proposed revisions to form of PPOA to address proponent requests for additional flexibility with K. Futch (0.3); discuss S&L calculation of Interconnection costs with K. Futch (0.3)	0.6
06/09/22	J Bowe	Review proposed PPOA template changes addressing two Proponents' suggestions per K. Futch request	0.6
06/09/22	J Bowe	E-mail S. Saldana with additional points to be made regarding hydrogen as a renewable resource to be recognized in amendment to Act 82	0.5
06/09/22	J Bowe	Review PREB order outlining roles and responsibilities for Tranche 2 RFP issued in NEPR-MI-2020-0012 on 6/9/2022, e-mail M. Vazquez and K. Bolanos regarding same	0.5
06/09/22	J Bowe	Communication from S. Acevedo regarding contacting proponents on pricing and selection	0.2
06/09/22	J Bowe	Attend, participate in conference call regarding calculation of Interconnection costs for individual solar projects with S. Acevedo, F. Santos, D. Zabala, K. Reyes, P. Daou (S&L), K. Futch, discuss alternative ways of calculating LCOE, next steps	1.0
06/09/22	F Langa	Correspondence with S.Martin and K.Futch regarding updates to ESSAs; (0.6) Attention to Tranche 1 RFP (update of bespoke ESSAs per updated construction structure and timeline) (0.9)	1.5
06/09/22	S Martin	Attention to Tranche 1 RFP (correspondence with PREPA and WG (0.5); review amendment to bid bond and prepare communication for PPOA proponent (1.4))	1.9
06/09/22	C Ye	FOMB - B803: prepare updates to Bespoke Proponent ESSAs	3.4
06/10/22	J Bowe	Teleconference with K. Futch regarding changes to PPOA proponents have requested for FM and insurance provisions (0.2); discuss Energy Bureau order on PREPA's roles and responsibilities in Tranche 2 (0.3)	0.5
06/10/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend call with PPOA proponent (0.7); review and revise PPOA template (1.7))	2.4
06/10/22	C Ye	FOMB - B803: prepare updates to Bespoke Proponent ESSAs	4.2
06/12/22	S Martin	Attention to Tranche 1 RFP (review LUMA insurance provision comments in January and April 2022 and update insurance provision in PPOA template)	3.7
06/13/22	J Bowe	Call with K. Futch, S. Martin regarding changes to insurance provisions in PPOA proposed by proponent (0.6); discuss preparation of Board approval document package (0.2)	0.8
06/13/22	J Bowe	Teleconference with K. Futch regarding inclusion in PPOAs of CP for LUMA EPC agreement	0.3

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Date	Timekeeper	Description	Hours
06/13/22	J Bowe	Review Governing Board Package for approval of Tranche 1 PPOAs and revise same for presentation to Board, draft Price Recommendation Memo (4.2); teleconference with K. Futch regarding PREB order directing the filing of PPOAs and handling of transmission interconnection and upgrade costs in same (0.3)	4.5
06/13/22	F Langa	Attention to Tranche 1 RFP (update of bespoke PPOA per updated construction structure and timeline) (0.4); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (1.3)	1.7
06/13/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke PPOAs in accordance with updated PPOA template)	7.1
06/14/22	J Bowe	Review revisions to Pricing Recommendation Memorandum, Executive Director covering memo offered by K. Futch; review e-mail to proponents regarding execution of PPOAs	0.5
06/14/22	J Bowe	Review, respond to K. Futch comments on Governing Board Pricing Recommendation Memorandum	0.2
06/14/22	J Bowe	Review PREB orders on submission of PPOAs and recovery of transmission costs issued 6/12/2022 in Case No. NEPR-MI-2020-0012	0.6
06/14/22	J Bowe	Participate in conference call regarding PREB orders on network upgrade cost recovery and BESS/VPP resources issues in NEPR-MI-2020-0012 on 6/13/2022 with F. Santos, S. Acevedo, K. Bolanos (D&V), D. Zabala (S&L), K. Futch, S. Martin, discuss charges to PPOA prices and increase in number of resources meeting LCOE threshold, steps required to address network upgrade issues, plans for revising Pricing Recommendation Memorandum and Governing Board package (1.2); teleconference regarding same with K. Futch (0.3)	1.5
06/14/22	J Bowe	Revise Pricing Recommendation Memorandum and Executive Director memo to Governing Board to reflect Energy Bureau 6/13/2022 orders	0.6
06/14/22	J Bowe	Discuss current plan for finalizing PPOAs, ESSAs and GSA with K. Malone	0.2
06/14/22	J Bowe	E-mails regarding pricing of PPOAs from K. Futch, K. Reyes (S&L)	0.3
06/14/22	J Bowe	Revise Pricing Recommendation Memorandum and Executive Director covering memorandum, transmit same to RE RFP Working Group	1.1
06/14/22	A Garza	Attention to Tranche 1 RFP update bespoke PPOAs in accordance with latest PPOA template	1.7
06/14/22	F Langa	Attention to Tranche 1 RFP (update of bespoke PPOAs per updated construction structure and timeline) (0.7); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated	1.8

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Date	Timekeeper	Description	Hours
		construction structure and timeline for proponent A (1.1)	
06/14/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke PPOAs in accordance with latest PPOA template update (7.2); prepare communication to PPOA proponent and coordinate distribution (1.1); distribution of updated bespoke PPOAs to Proponents (1.5))	9.8
06/15/22	J Bowe	Review, respond to K. Futch e-mails regarding revised Pricing Recommendation Memorandum and submission of same (0.3); provide input for agenda for RE RFP Working Group call (0.2); e-mails from S. Acevedo, F. Santos regarding review of price recommendation memo and related documents (0.2); review court of appeals decision affirming FERC jurisdiction over NFE LNG receiving facility (0.2)	0.9
06/15/22	J Bowe	Review draft PREPA Governing Board resolution regarding execution of PPOAs and ESSAs, comment on same	0.5
06/15/22	J Bowe	Participate in RE RFP Working Group/LUMA conference call	0.5
06/15/22	J Bowe	Conference call with PREPA RE RFP Working Group on recommendation of selection of renewable resources, path forward with BESS proponents and VPP proponent, change in proponent bid bond, etc.	0.9
06/15/22	J Bowe	E-mails from, to K. Futch regarding call with Proponent (0.1); e-mail regarding LUMA-PREPA reimbursement letter (0.1), review LUMA revised draft of Interconnection agreement and comment on same (1.8)	2.0
06/15/22	J Bowe	Complete review of LUMA draft of Interconnection Agreement; discuss same with K. Futch	1.9
06/15/22	J Katz	Review and revise EPC Master Agreement	3.1
06/15/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend WG meeting (2.2); review and revise bespoke ESSAs (1.5))	3.7
06/16/22	J Bowe	Review near-final versions of Pricing Recommendation Memorandum and cover memo to Governing Board for same, transmit comments to K. Futch, et al.	0.6
06/16/22	J Bowe	Teleconference with K. Futch regarding call with Proponent on pricing to reflect interconnection costs (0.3); prepare for conference call regarding LUMA draft interconnection agreement (0.3)	0.8
06/16/22	J Bowe	Conference call regarding LUMA draft Interconnection Agreement with K. Futch, D. Zabala, M. Thibodeau, K. Reyes (S&L), F. Santos (0.8); revise markup of Interconnection Agreement (0.8); draft e-mail to S. Acevedo regarding next steps with LUMA in relation to Interconnection Agreement (0.9)	2.5
06/16/22	J Bowe	Review draft motion submitting LCOS information to Energy Bureau (0.1); review S. Acevedo e-mail regarding LCOS	0.3

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Date	Timekeeper	Description	Hours
		calculations and support for same to be submitted to PREB (0.2)	
06/16/22	S Martin	Attention to Tranche 1 RFP (review and revise communications to Proponents and coordinate distribution (0.7); update and distribute bespoke ESSAs (3.8); update and distribute flood zone PPOAs (2.1); prepare for and attend meeting with PPOA proponent (1.1))	7.7
06/17/22	J Bowe	E-mail from to J. Owens regarding call to discuss planned submission to Governing Board	0.3
06/17/22	J Bowe	Review S. Acevedo message to LUMA regarding Interconnection Agreement (0.1), review correspondence from proponents regarding supply chain issues (0.3)	0.4
06/17/22	J Bowe	Draft message transmitting comments on Interconnection Agreement for S. Acevedo signature, discuss same with K. Futch, send draft to S. Acevedo	1.5
06/17/22	J Bowe	E-mail D. Owens (PREPA Board) regarding call to discuss evaluation committee recommendations regarding PPOA and ESSA execution (0.2); e-mails from, to S. Acevedo regarding price recommendations (0.2)	0.4
06/17/22	J Bowe	Teleconference with K. Futch regarding revisions to Governing Board papers requested by J. Colon approval to proponents in light of PREB order requiring contract execution	0.5
06/17/22	J Bowe	Conference call with S. Acevedo, F. Santos, D. Zabala (S&L), K. Futch regarding plan for addressing proponents request for additional time and price increase	1.0
06/17/22	J Bowe	Review proponent communications via Power Advocate regarding need for more time	0.2
06/17/22	J Katz	Conference with S. Martin regarding Master EPC Agreement	1.0
06/17/22	S Martin	Attention to Tranche 1 RFP (review and revise LUMA EPC in accordance with J. Katz comments (1.5); review and revise bespoke ESSAs (3.1))	4.6
06/18/22	J Bowe	Discuss sending message to LUMA urging prompt response regarding Interconnection Agreement with K. Futch (0.2); e-mail from D. Zabala (S&L) commenting LCOE figures (0.1); e-mails from S. Acevedo, K. Futch regarding version of Pricing Recommendation memorandum transmitted to Executive Director	0.6
06/18/22	J Bowe	Make changes to Pricing Recommendation Memorandum suggested by F. Santos and K. Futch (0.2); review J. Hernandez email regarding study of BESS interconnection costs (0.2)	0.4
06/18/22	J Bowe	Review, revise K. Futch draft question PREPA Governing Board package, transmit revised version to S. Acevedo, F. Santos, S&L and K&S representatives	1.8
06/19/22	J Bowe	Teleconference with D. Owens regarding recommendations the Tranche 1 Evaluation Committee would be making to the	0.7

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Date	Timekeeper	Description	Hours
		Governing Board regarding PPOAs and ESSAs, e-mail to F. Santos and S. Acevedo regarding same	
06/19/22	J Bowe	E-mails from K. Malone to K. Futch and to K. Malone regarding court decision on FERC's assertion of jurisdiction over NFE's San Juan LNG facility (0.2); prepare for, participate in call with R. Owens (PREPA Governing Board) regarding recommendations on execution of PPOAs and ESSAs (0.4)	0.6
06/20/22	J Bowe	E-mails regarding revisions to Governing Board materials per F. Santos (0.2); e-mails regarding meeting among PREPA, LUMA and proponents (0.2)	0.4
06/20/22	J Bowe	Review correspondence regarding calls with flood plain project Proponents from D. Hernandez (LUMA), S. Acevedo (0.2); review revised Pricing Recommendation Memorandum (0.2)	0.4
06/20/22	J Bowe	Review summary of Tranche 1 process and importance of maintaining confidentiality of proponent names and selection process	0.3
06/20/22	J Bowe	Teleconference with K. Futch regarding call with D. Monasterio on Interconnection agreement comments	0.3
06/20/22	J Bowe	E-mail regarding Board package changes, briefing of Board member from F. Santos, S. Acevedo, K. Futch	0.4
06/20/22	J Bowe	E-mails from S. Acevedo regarding submitted Governing Board approval and executed correspondence with Proponents	0.2
06/20/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke PPOAs in accordance with PPOA template update in preparation for signing)	1.8
06/21/22	J Bowe	Prepare for, participate in conference call with D. Monasterio (LUMA), H. Robinson (LUMA), K. Futch regarding Interconnection Agreement	1.2
06/21/22	J Bowe	Teleconference with K. Futch regarding change in Chair of PREPA evaluation committee, guidance on contracting from Governing Board, next steps	0.4
06/21/22	J Bowe	Review proposed response to relocation proposal (0.2); discuss which FM provision to include in Interconnection Agreement (0.2)	0.4
06/21/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke PPOAs in accordance with PPOA template updates)	2.9
06/22/22	J Bowe	Prepare for, participate in PREPA RE RFP Working Group/LUMA conference call (1.3); review LUMA request for recommendation of PREB June 17 resolution and order (0.2)	1.5
06/22/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend working group weekly call (1.5); correspondence with proponents (0.9))	2.6
06/23/22	J Bowe	Review Proponent comment on Force Majeure and insurance provisions in solar PPOA posted to Power Advocate 6/22/2022	0.3
06/23/22	J Bowe	Teleconference with K. Futch regarding feedback from	0.6

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Date	Timekeeper	Description	Hours
		Proponents on uncertainty introduced by Interconnection cost approach LUMA has taken, impediments to signing PPOAs given uncertainties, consider approaches to addressing same	
06/23/22	J Bowe	E-mail D. Monasterio (LUMA) regarding Interconnection Agreement Appendix H, consider same, comment on same	1.5
06/23/22	J Bowe	Teleconference with K. Futch and D. Monasterio (LUMA) regarding changes to Interconnection cost reimbursement provisions and real property procurement issue	0.7
06/23/22	J Bowe	Review FERC proposals for reform of Interconnection Study and procedures relevant to LUMA approach to same in Puerto Rico, consider ways of achieving greater certainty for proponents (0.6); prepare for, participate in conference call with F. Santos, D. Zabala, M. Thibodeau, K. Reyes (S&L), K. Futch, S. Martin regarding Governing Board direction on execution of PPOAs and flexibility to adjust pricing issues raised by Proponents regarding Interconnection costs and property acquisition (1.0); discuss changes to LUMA Interconnection Agreement draft and approach to recovery of Interconnection costs and real property acquisition with K. Futch (0.2); revise draft Interconnection Agreement and return same with explanations to LUMA (0.9)	2.7
06/23/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend call with LUMA and solar proponent call (1.1); prepare for and attend call to coordinate strategy considering feedback from governing board (1.1); review and revise bespoke PPOAs per PPOA template (2.2); prepare and distribute communications to proponents (2.1))	6.5
06/24/22	J Bowe	Review correspondence from proponent of two solar PV projects (0.3); review reports regarding legislation and lawsuit that could affect the PREPA- LUMA OMA and siting of renewable generator facilities (0.4)	0.7
06/24/22	J Bowe	Review report on Governing Board meeting addressing Tranche 1 PPOA execution and network upgrades issues	0.3
06/24/22	J Bowe	Review correspondence from PV Proponents regarding revised pricing, etc.	0.4
06/24/22	F Langa	Correspondence with S.Martin regarding updates to PPOAs (.2); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (0.7); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (0.8); Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline) (1.5)	3.7
06/24/22	S Martin	Attention to Tranche 1 RFP (prepare for and join technical call between LUMA and proponent (1.1); prepare for and attend PREPA call with proponent (1.3); prepare for and attend	7.4

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Date	Timekeeper	Description	Hours
		PREPA call with other proponent (0.6); update bespoke PPOAs in accordance with updated PPOA Template (4.4))	
06/25/22	J Bowe	E-mails from, to, teleconference with K. Futch regarding revised Interconnection Agreement and updates on Proponent reports on question of signing their PPOAs	0.5
06/25/22	F Langa	Correspondence with S.Martin regarding updates to PPOAs (.2); Attention to Tranche 1 RFP (update of 4 bespoke PPOAs per updated construction structure and timeline) (0.9); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (0.7)	1.8
06/26/22	J Bowe	E-mails from, to K. Futch regarding revised Interconnection Agreement and distribution of same to Proponents	0.4
06/27/22	J Bowe	Teleconference with K. Futch regarding recalculated LCOE prices for Proponents, expectations regarding execution of PPOAs	0.4
06/27/22	F Langa	Call with S.Martin regarding updates to PPOAs (0.3); Attention to Tranche 1 RFP (update of 3 bespoke PPOAs per updated construction structure and timeline) (0.7); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A (0.8);	1.8
06/27/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend closing call with proponents (1.7); coordination with LUMA or provision of PPOA missing information (0.7); review and revise PPOAs in accordance with latest template update (6.4); preparation of packages and distribution of updated PPOAs to proponents (1.9); correspondence with proponents regarding closing (0.7))	11.5
06/28/22	J Bowe	Review correspondence from VPP Proponent and solar proponent (0.2); review e-mails asking for clarification of quantities of solar PV capacity authorized for execution (0.3)	0.5
06/28/22	J Bowe	Review correspondence from Proponents on submission of closing condition documents, executed PPOAs, financial responsibility information posted to Power Advocate	0.5
06/28/22	J Bowe	Conference call with F. Santos, D. Zabala, K. Reyes (S&L), S. Martin, K. Futch regarding response to Proponent on IA cost tracking formula proposal, finalization of PPOAs for execution	0.5
06/28/22	J Bowe	Draft inserts for PREPA Motion submitting executed PPOAs to the Energy Bureau (1.5); discuss possible change to formula in PPOA proposed by Proponent with K. Futch (0.5)	2.0
06/28/22	J Bowe	Review K. Futch, D. Zabala e-mails regarding Proponent proposal (0.2); review LUMA correspondence on information required to study BESS projects (0.1); review communications from Proponents submitted via Power Advocate (0.5)	0.8
06/28/22	J Bowe	Review pleadings filed in opposition to NFE San Juan LNG	0.3

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Date	Timekeeper	Description	Hours
		terminal in FERC docket no. CP20-466	
06/28/22	J Bowe	E-mails from F. Santos, M. Vazquez (D&V) regarding PPOA formula acceptance and preparation of PPOA filing motion	0.5
06/28/22	F Langa	Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent A) (1.4); Attention to Tranche 1 RFP (update of 2 bespoke PPOAs per updated construction structure and timeline for proponent B (1.8); Attention to Tranche 1 RFP (update of bespoke PPOAs per updated construction structure and timeline) (1.9)	5.1
06/28/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend closing calls with proponents (3.5); review and revise PPOAs and prepare execution copies (3.9); correspondence with proponents regarding closing (1.1))	8.5
06/29/22	J Bowe	Review, respond to K. Futch message regarding PPOA language changes to address interconnection cost increases	0.4
06/29/22	J Bowe	E-mails from, to F. Santos regarding potential for filing without all required certifications	0.2
06/29/22	J Bowe	Review correspondence between proponents and K. Futch, documentation required for contract execution	0.5
06/29/22	J Bowe	Participate in PREPA RE RFP Working Group conference call regarding status of contracts to be executed and submitted to PREB	1.0
06/29/22	J Bowe	Draft motion submitting PPOAs to PREB	1.8
06/29/22	J Bowe	Draft, revise motion to be submitted with executed PPOAs	2.0
06/29/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend working group weekly call (0.8); preparation of PPOA execution copies and correspondence with Proponents regarding same (2.3); coordination of consultant review of financial and site control signing conditions (1.1); review of status of closing and preparation of summary of same (1.5))	5.7
06/29/22	C Ye	FOMB - B803: PPOA matrix and signing conditions packages	4.1
06/30/22	J Bowe	Revise motion and designation of exhibits per K. Futch and M. Vazquez (D&V) guidance, e-mail from, to M. Vazquez regarding same	0.6
06/30/22	J Bowe	Correspondence with M. Cadavid regard fee application draft	0.3
06/30/22	J Bowe	E-mails from, to D. Zabala (S&L), K. Futch regarding Proponent LCOE calculation issues; discuss Proponent execution for submission with K. Futch	0.3
06/30/22	J Bowe	Finalize motion submitting PPOAs, transmit same to J. Marerro (D&V)	0.3
06/30/22	J Bowe	Review correspondence from Proponents regarding submission of finical information and request for extension (0.1); review LUMA motion for reconsideration dated June 22 (0.3)	0.4

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Date	Timekeeper	Description	Hours
06/30/22	J Bowe	Review final version of fee application	0.3
06/30/22	J Bowe	Review correspondence relating to provision of redlines of PPOA, ESSA and GSA documents to PREPA for sharing with PREB IC	0.2
06/30/22	J Bowe	Review, comment on draft language to be shared with Proponent on reasons its PPOAs could not be submitted (0.2); e-mails regarding integration of signature pages (0.2); teleconference with K. Futch regarding request that K&S supply comparisons of forms of PPOA and ESSA with Tranche 2 RFP form documents prepared by PREB and the Accion Group (0.3)	0.7
06/30/22	J Bowe	Review K. Futch revisions of filing motion for PPOA submission, revise motion, discuss changes to motion with K. Futch, review, edit and finalize motion and transmit to M. Vazquez (D&V) and PREPA RE Working Group	2.5
06/30/22	J Bowe	E-mail from F. Santos regarding request of PREB and Accion Group for assistance with comparison of Tranche 1 PPOAs and Tranche 2 forms, consider same	0.3
06/30/22	S Martin	Attention to Tranche 1 RFP (preparation of signed PPOAs and upload to PREB SharePoint (2.5); review and revise proponents' submission of signing conditions and correspondence regarding same (2.5); preparation and distribution of notices of selection and signed PPOAs (2.3))	7.3
06/30/22	C Ye	FOMB - B803: PPOA matrix and signing conditions packages	0.1
			<hr/> 251.2

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	70.1	945.00	66,244.50
Jonathan Katz	Partner	5.1	833.00	4,248.30
Kevin Futch	Counsel	0.7	820.00	574.00
Amanda Garza	Associate	1.7	850.00	1,445.00
Fernando Langa	Associate	28.1	680.00	19,108.00
Silvia Martin	Associate	129.3	650.00	84,045.00
Connie Ye	Associate	16.2	739.00	11,971.80
Total		<hr/> 251.2		<hr/> 187,636.60

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Task Summary

Task		Hours	Value
B803	Business Operations	251.2	187,636.60
Total		<hr/> 251.2	<hr/> 187,636.60

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
06/01/22	K Futch	Attend to Tranche 1 RFP, including EPC contract review (1.0), attention to task tracker & agenda for working group meeting (1.0), follow-up on aguirre substation issues and proponent communications (1.0), coordination of June timeline to PPOA signing (1.0), review and revision of D&V communication with FOMB on approval process (1.4), review of interconnection studies and communication with proponents on same (2.0).	7.4
06/02/22	K Futch	Attend to tranche 1 RFP, including review of proponent POI change (0.6), review of interconnection issues for flood zone project and negotiate payments for repeat of studies (1.0), communicate with proponents on supply of interconnection information (0.6), review of letter of credit and coordinate return of expired LOC (0.6), and attention to EPC contract review (0.7).	3.5
06/03/22	K Futch	Attend to Tranche 1 RFP, including negotiate proponent revisions to PPOA including call with proponent on force majeure relief for LUMA's development of the interconnection works (1.9). Draft PPOA revisions and cover email on same (1.7) and discuss with team (0.8)	4.4
06/04/22	K Futch	Review FOMB response (0.4) and draft related email to D&V (0.6)	1.0
06/06/22	J Bowe	Review correspondence to proponents regarding proposal security deficiencies	0.2
06/07/22	J Bowe	Teleconference with K. Futch regarding S&L progress on development of individual project interconnection costs	0.4
06/07/22	J Bowe	Teleconference with K. Futch regarding outstanding Tranche 1 proponent proposal security issues, status of S&L project cost reports, process for concluding agreements with Tranche 1 proponents	0.4
06/07/22	J Bowe	Discuss status of Interconnection Studies and Tranche 1 contract execution process with J. Umpierre, K. Bolanos (D&V)	0.3
06/07/22	J Bowe	Discuss PREPA request for analysis supporting addition of hydrogen as a renewable resource with K. Bolanos, S. Saldana (0.5); teleconference with T. Brown regarding preparation of bullet points and white paper supporting additions of hydrogen to renewable resource definitions (0.3)	0.8
06/07/22	K Futch	Attend to Tranche 1 RFP, including review proponent letter (1.0), assess issues regarding supply constraints (0.5), draft PPOA updates(1.5), draft email to K. Malone and J. Bowe on	6.5

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Date	Timekeeper	Description	Hours
		concessions (0.5), attend to flood zone project (0.5), review and attend to design criteria documents (0.5), attend to price comparison of T1 with shovel-ready projects (identify key variables and provisions in shovel-ready PPOAs to review, and draft related email) (1.0), draft email summarizing method of calculating adjustment to pricing in T1 PPOAs (0.5), and discuss with S&L (0.5).	
06/08/22	J Bowe	Prepare for, participate in PREPA RE RFP Working Group conference call on Interconnection cost analyses, potential tariff relief affecting solar project developers, Governing Board and FOMB submissions, proponent communication regarding cost increase issues, finalizing interconnection studies, substation interconnections	1.6
06/08/22	J Bowe	Discuss LUMA-PREPA reimbursement arrangement relating to Interconnection Studies with R. Cruz, F. Santos, M. Vazquez (D&V) (0.2); discuss status of contracting for Tranche I resources with R. Cruz, F. Santos, S. Acevedo, M. Vazquez (0.2)	0.4
06/08/22	J Bowe	Review LUMA letter to PREPA regarding recovery of interconnection costs (0.1), draft letter from PREPA responding to same (0.1)	0.2
06/08/22	J Bowe	Review T. Brown draft paper on hydrogen as a potential renewable resource under Act 82	1.8
06/08/22	J Bowe	Respond to S. Saldana (D&V) e-mail addressing hydrogen memo supporting additions of hydrogen and hydrogen-related technologies to Act 82 list of renewable resources satisfying RPS requirements	0.3
06/08/22	J Bowe	E-mails from to K. Futch regarding directions from GC on letter on transmission interconnection cost recovery; plans for contract execution	0.3
06/08/22	K Futch	Attend to Tranche 1 RFP, including updates to PPOAs for approved concessions (2.0), agenda for working group meeting (0.5) and attending to working group meeting (1.0), review LCOE and discuss calculation method with S&L (0.5), attend to interconnection study invoice and payment (0.5), review interconnection request forms and proponent ESSA agreements and draft proponent-specific revisions (1.0), draft email to coordinate team on same (0.5) draft changes to PPOA to accommodate proponent requested changes on supply chain issues (0.7), call with PREPA on letter agreement for interconnection study costs and follow up on same (0.5), further PPOA template changes given timeline changes and proponent feedback (1.0).	8.2
06/09/22	K Futch	Attend to Tranche 1 RFP, including email to bondholders (0.2),	8.5

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Date	Timekeeper	Description	Hours
		approval of final accommodations for supply constraints and related emails (2.0), attention to ESSAs (1.5), follow up on interconnection cost calculations (0.5), review proponent mark-up to PPOA (1.5), review results of interconnection cost analysis (0.5), discuss with S&L (0.3), and update PPOAs for interconnection issues (2.5)	
06/10/22	K Futch	Attend to Tranche 1 RFP, including proponent concerns letter and discuss with team (1.0), call with proponent on flood zone project and transfer of equity (1.8), review of insurance provision comments from LUMA (0.8), review and revise PPOAs and ESSAs for latest changes (3.7)	7.3
06/11/22	K Futch	Attend to PPOA updates for supply chain, interconnection and insurance issues.	6.1
06/12/22	K Futch	Attend to Tranche 1 RFP, including updating PPOAs for supply chain, interconnection and insurance issues.	6.5
06/13/22	K Futch	Attend to tranche 1 RFP, including review and revise PPOAs for latest changes (5.0), review PREB orders (1.0), coordinate revisions to interconnection cost recovery component and discuss with S&L (1.7), review draft price recommendation memo and governing board transmittal memo (2.0), follow up with LUMA on proponent questions (0.5), and attend to key financial info. for proponents (1.0).	11.2
06/14/22	K Futch	Attend to Tranche 1 RFP, including review board papers and provide comments (1.0), revise PPOA supply chain FM provision (1.0), attend to call on PREB orders (0.5), review and discuss LCOE and LCOS calculations (0.5), draft cover email for PPOA proponents (0.5), attend to network upgrades and impact of PREB decision on RFP (1.0), attend to missing details in PPOAs (.70), draft revisions to price recommendation memo and transmittal memo (1.0), prepare board resolution (1.0), review LGIA (1.0), revise cover email to PPOA proponents (0.5), coordinate with S. Martin on distribution (0.5), attend to call with proponent on renewable RFP (0.5), consolidate group comments on board documentation (0.5), revise memos and circulate with team (0.7).	10.9
06/15/22	K Futch	Attend to Tranche 1 RFP, including drafting, discussing and revising transmittal memo, board resolution and price recommendation memo (2.7), prepare agenda for working group (0.5) and attend to working group call (1.0), drafting communication to LUMA on additional interconnection studies (0.5), review comments from Proponent and draft PPOA updates for both projects (1.0), coordinate S&L on LCOS issues (0.5), follow up with PREPA legal on sample board resolution	9.7

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Date	Timekeeper	Description	Hours
		(0.5), draft emails to proponents on RFP process (1.0), finalize and send letter agreement on interconnection costs to LUMA (1.0), provide D&V with interconnection info from RFP (0.5), and draft responses to proponent on questions regarding RFP (0.5)	
06/16/22	K Futch	Attend to Tranche 1 RFP, including discussing and drafting emails related to LCOS/storage projects and PPOAs for board approval (0.5), revising board documentation to accommodate ESSAs (0.5), review and revise communication with proponent on financial info (0.5), draft / revise board documentation and provide to PREPA (2.5), revise PPOAs for interconnection costs provided by S&L (1.0), attend to calls with proponents to discuss status with RFP (0.5), review updated ESSAs and provide comments (0.5), review interconnection agreement and provide comments to PREPA (1.5), attend to revised PPOAs for flood zone project (0.5), and draft revisions to motion to PREB (0.5).	8.5
06/17/22	K Futch	Attend to Tranche 1 RFP, including attending to letter on interconnection agreement (1.0), call with proponent to discuss status with RFP (0.5), and revising board documentation for ESSAs on feedback from PREPA (3.1).	4.6
06/18/22	K Futch	Attend to Tranche 1 RFP, including revising board documentation for PREPA and S&L feedback.	4.1
06/19/22	K Futch	Attend to Tranche 1 RFP, including revising price recommendation memo and other board documentation.	3.5
06/20/22	K Futch	Attend to Tranche 1 RFP, including revising board documentation (transmittal memo, board resolution and price recommendation memo) (2.9), updating board documentation to mention interconnection agreement issues (1.0), coordination with LUMA on communications with proponents (1.0), drafting talking points for litigation related to T1 RFP (1.0), and review of interconnection agreement updates (1.5)	7.4
06/21/22	K Futch	Attend to Tranche 1 RFP, including interconnection agreement clean-up call (1.0), drafting non-disclosure agreement (2.0) and updates to interconnection agreement (1.0), communications with proponents POI re-location questions (0.5), non-refundable fee emails (0.5), and PPOA revisions and finalization (2.5)	7.5
06/22/22	K Futch	Attend to Tranche 1 RFP, including working group call (1.0) and preparation of agenda (0.5) and review of notification of selection (0.5), coordination of proponents of review of interconnection issues (0.5), review of NDA edits (0.5),	5.7

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Date	Timekeeper	Description	Hours
		revisions to board resolution and related documentation (1.0), review of proponent offers (0.5), compare bid bonds with interconnection study fees (0.5), and coordination with proponents on negotiations. (0.7)	
06/23/22	K Futch	Attend to T1 RFP, including calls re proponent issues and feedback from board, interconnection agreement and PPOA negotiations (1.0). Revivew proponent POI issues (1.8), coordinate with proponents on PPOA finalization and signing condition satisfaction (1.0), review and work on solution for interconnection issues around scope and coordination with EPC (1.5), review form of interconnection agreement (1.0) and PPOA updates from proponent (1.0), coordinate review of signing conditions (0.5).	7.8
06/24/22	K Futch	Attend to T1 RFP including mulitple calls with proponents (1.2), review proponent PPOA mark-ups (2.0), coordinate with counterparties on signing conditions and interconnection issues (1.0), finalize inputs for PPOA and work on updated drafts for proponents (2.4), attend to insurance provision updates (0.6), and review proposals and coordinate LCOE review (1.0).	8.2
06/25/22	K Futch	Attend to T1 RFP, including updating PPOAs and reviewing interconnection agreement and precedent documents for coordination with EPC (2.5) , review project status and draft summary of projects for PREPA. (0.8)	3.3
06/26/22	K Futch	Review and draft email on interconnection agreement.	0.5
06/27/22	K Futch	Attend to T1 RFP, including negotiating and finalizing agreements for 18 projects.	12.0
06/28/22	K Futch	Attend to T1 RFP, including negotiating and finalizing agreements for 18 projects.	12.0
06/29/22	K Futch	Attend to T1 RFP, including negotiating and finalizing agreements for proponents intending to sign (6.0); drafting submission memorandum for PREB (4.0), multiple calls with proponents and facilitating the signing process for proponents (2.0).	12.0
06/30/22	K Futch	Attend to T1 RFP, including negotiating and finalizing agreements for proponents intending to sign (6.0) and drafting submission memorandum for PREB (3.0), as well as facilitating signing process for 9 new greenfield solar projects totaling 430.1 MW of renewable generation (3.0)	12.0

207.0

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TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	6.7	945.00	6,331.50
Kevin Futch	Counsel	200.3	820.00	164,246.00
Total		<u>207.0</u>		<u>170,577.50</u>

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Task Summary

Task		Hours	Value
B803	Business Operations	207.0	170,577.50
Total		<hr/> 207.0	<hr/> 170,577.50

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
06/16/22	K Futch	Review accrued fees and approved timekeepers (0.5), and provide additional details for fee application (0.5)	1.0
06/22/22	K Futch	Review attorney lists, invoices, expenses and fees relating to fee application.	2.6
			<hr/> 3.6

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	3.6	820.00	2,952.00
Total		<hr/> 3.6		<hr/> 2,952.00

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Task Summary

Task	Hours
B803 Business Operations	3.6
Total	<hr/> 3.6

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
06/07/22	S Borders	Review draft PRRADA disclosures (0.2); emails with respect to same (0.2)	0.4
06/08/22	S Borders	Review draft PRRADA disclosures (0.2); emails with respect to same (0.2)	0.3
06/15/22	M Cadavid	Review and provide comments to PREPA expense reports (0.8); call with T. Jenkins and C. Kalpakis to discuss fee and expense summaries (0.9); review PREPA-K&S PSAs, in particular the authorized "Contract Amount" under each (1.2); emails with T. Jenkins and C. Kalpakis re: short paid PREPA invoices and write-offs (1.4); review and revise draft fee application re: same (2.4)	6.7
06/16/22	M Cadavid	Review and provide comments to PREPA fee invoices generated for fee application (1.3); prepare for and lead call with T. Jenkins, C. Kalpakis and D. Martin to discuss PREPA fee application and summaries thereto (1.6); follow up emails regarding same, including PREPA and K&S billing policies, outstanding invoices and expense reimbursements, and process for submission and payment of invoices (1.1); review and revise draft fee application (3.3)	7.3
06/17/22	M Cadavid	Call with S. Kupka to discuss write offs and confidential information on fee app reports (0.8); call with S. Kupka and K. Futch to discuss write offs, tax certificate and authorized per diem expenses (1.2); call with K. Futch, T. Jenkins and C. Kalpakis to discuss each of the foregoing and information needed for fee applications (2.1); review and revise draft fee application and cross reference PSAs and other PREPA documents (3.7)	7.8
06/21/22	M Cadavid	Analyze applicable PREPA-K&S PSA (1.2); call with K&S finance folks to discuss expenses billed to PREPA and policies for same (1.1); review invoices and draft summary email of proposed expense write offs for purposes of fee application (1.4); revise draft fee application in light of the foregoing (0.9)	4.6
06/22/22	M Cadavid	Call with K&S finance folks to discuss expenses billed to PREPA and policies under PSA for same, as well as fee application summaries and other necessary data (1.4); review PREPA approved timekeepers and cross reference against billing records (2.3); emails and calls with K. Futch re: same (0.7)	4.4
06/23/22	S Borders	Attention to UST questions regarding PRRADA disclosures.	0.5
06/30/22	S Borders	Review of Fee App	1.0
06/30/22	M Cadavid	Draft K&S fee application (3.7); calls and emails with T. Jenkins and C. Kalpakis to discuss invoices, write offs and summaries for fee app (2.3); call with K. Futch to discuss	6.7

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Date	Timekeeper	Description	Hours
		expenses and communications with PREPA re: fee app and write offs (0.7)	
			<hr/> 39.7

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Borders	Partner	2.2	877.00	1,929.40
Miguel Cadavid	Associate	37.5	459.00	17,212.50
Total		<hr/> 39.7		<hr/> 19,141.90

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366005 General Regulatory
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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
06/07/22	T Brown	Teleconference with J.Bowe (0.2), and draft document on benefits of Hydrogen for Puerto Rico (0.6)	0.8
06/08/22	T Brown	Draft memo on benefits of Hydrogen for Puerto Rico	3.0
			<hr/> 3.8

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours
Tyler Brown	Counsel	3.8
Total		<hr/> 3.8

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366002 Shovel-Ready PPOA Negotiation/Implementation
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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
06/06/22	K Futch	Attend to termination letters and interconnection information for new projects.	0.8
			<hr/> 0.8

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	0.8	820.00	656.00
Total		<hr/> 0.8		<hr/> 656.00

EXHIBIT D

July 2022 Detailed Time and Expense Records

See Attached.

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
07/22/22	K Futch	Attend to Tranche 1 RFP matters, including reviewing and preparing updates for ongoing negotiations of nine ESSAs and eight PPOA (8.0), reviewing and revising GSA updates (2.0), drafting emails (1.0) to and participating in conversations with (1.0) proponents on agreements, process and interconnection issues.	12.0
07/25/22	K Futch	Attend to Tranche 1 RFP, including ESSA and PPOA revisions (4.0), preparing execution version of contract (2.0), coordinating LCOE review (0.2), and attending to calls with proponents (1.0).	7.2
07/26/22	K Futch	Attend to Tranche 1 RFP, including pricing discussions (0.5) and drafting related email to proponent (0.5), call with proponent on sectionalizer (0.5) and revising ESSAs and PPOAs (3.8).	5.3
07/27/22	K Futch	Attend to Tranche 1 RFP, including calls with working group (1.0) and preparing related agenda (0.5), call with proponent on price issues (0.5), PPOA revisions (1.6), and call with proponent on PPOA changes due to sectionalizer issue (0.5).	4.1
07/28/22	K Futch	Attend to Tranche 1 RFP, including revising interconnection agreement (3.0) and multiple PPOAs (3.0), call on sectionalizer issue and next steps (0.5), and coordinating signing of PPOAs (0.6).	7.1
07/29/22	K Futch	Attend to Tranche 1 RFP, including calls with proponents on PPOA finalization and interconnection issues (1.0), revising ESSAs and PPOAs (1.6), drafting emails to proponents on interconnection and PPOA matters (1.0), attending call on Aguirre issue and reviewing impact on RFP (0.5), and coordinating pricing review and PPOA signing (0.5).	4.6
07/31/22	K Futch	Review multiple PPOA mark-ups (2.4), draft related emails (1.0), prepare PPOA revisions in response (4.4), draft cover email (0.5), and coordinate review of other proponent responses (0.5).	8.8

49.1

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TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	49.1	1009.00	49,541.90
Total		49.1		49,541.90

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Task Summary

Task		Hours	Value
B803	Business Operations	49.1	49,541.90
Total		<hr/> 49.1	<hr/> 49,541.90

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
07/22/22	J Bowe	Email from F. Santos regarding resumption of work on Tranche 1 RFP contract negotiations, correspondence with K. Futch, et al. regarding same (0.3); review PowerAdvocate postings and email communications from Proponents regarding resumption of negotiations (0.2); review Energy Bureau Resolutions addressing Tranche 1 projects and consider next steps in response to same (0.5)	1.0
07/22/22	S Martin	Attention to Tranche 1 RFP (preparation of redlines of T1 PPOA (0.7); review and revise PPOA template (1.5); review and revise bespoke PPOAs per updated PPOA template (4.1) prepare zip file with Tranche 1 disqualification notices (0.5); review and revise bespoke ESSAS per updated ESSA template (3.3))	10.1
07/23/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke PPOAs per updated template (4.7); review and revise bespoke ESSAS per updated ESSA template (4.8))	9.5
07/24/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke ESSAs per updated ESSA template (4.5); review and update LUMA EPC in accordance with J. Katz and K. Futch comments (3.5))	8.0
07/25/22	J Bowe	Emails regarding resumption of weekly meetings, status of Tranche 1 agreements still under negotiation	0.3
07/25/22	S Martin	Attention to Tranche 1 RFP (update LUMA EPC Agreement in accordance with J. Katz comments (2.1); preparation and distribution of bespoke PPOA execution version (2.3); review and revise bespoke PPOAs in accordance with Proponents comments and PPOA template (3.5))	7.9
07/26/22	J Bowe	Review recent Energy Bureau Resolutions issued in NEPR-MI-2020-0012	0.5
07/26/22	J Bowe	Emails regarding status of Tranche 1 PPOAs, ESAs and GSA (0.2); review Energy Bureau Orders issued on Tranche 1 issues in NEPR MI-2020-0012 (0.5)	0.7
07/26/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke PPOAs per updated PPOA template and proponents comments (6.5); research Best and Final Offers for proponent claiming errors in Base Rate of bespoke PPOA (1.3); review and revise LUMA EPC in accordance with J. Katz comments (2.5))	10.3
07/27/22	J Bowe	Review agenda for PREPA RE PFP Working Group conference call and prepare for same (0.3); participate in PREPA - LUMA conference call on Tranche 1 matters (1.5)	1.8
07/27/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend PREPA working group weekly (2.5); review and revise PPOA template (1.7); review and revise bespoke PPOAs per updated PPOA	8.0

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Date	Timekeeper	Description	Hours
		template (3.9); general review of LUMA new batch of DCDs and distribution to all PPOA and ESSA proponents (2.8))	
07/28/22	J Bowe	Review provisions of Inflation Reduction Act addressing extension and enlargement of solar and storage tax credits	0.2
07/28/22	J Bowe	Teleconference with K. Futch regarding review of revised PREPA Interconnection Agreement, review same (0.9); discuss response to F. Santos, A. Rodriguez inquiry regarding environmental review of resource proposals in Tranche 2 and PREB/IC concerns regarding same; respond to F. Santos (0.7)	1.6
07/28/22	J Bowe	Review revised version of Interconnection Agreement per K. Futch, e-mail regarding same	0.3
07/28/22	S Martin	Attention to Tranche 1 RFP (update ESSA template per latest PPOA updates (2.1) review and revise bespoke ESSAs per updated ESSA template (2.3); general review of final draft and distribution of interconnection agreement to all PPOA and ESSA proponents (1.1))	5.5
07/29/22	J Bowe	Conference call with F. Santos, J. Umpierre, K. Futch, D. Zabala (S&L), regarding issues with interconnection at Aguirre substation, possible solutions for specific projects (1.3); discuss interconnection agreement amendment issue with K. Futch, D. Zabala, F. Santos (0.1)	1.4
07/29/22	S Martin	Attention to Tranche 1 RFP (preparation of execution copy of bespoke PPOA (1.5))	1.5
07/30/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke ESSAs (3.1); review and revise LUMA EPC (3.5))	6.6
07/31/22	S Martin	Attention to Tranche 1 RFP (preparation of execution copies of bespoke PPOAs (1.4); preparation of updated drafts of PPOAs and ESSAs in accordance with Proponents comments (4.1))	5.5
			<hr/> 80.7

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	7.8	1087.00	8,478.60
Silvia Martin	Associate	72.9	820.00	59,778.00
Total		<hr/> 80.7		<hr/> 68,256.60

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Task Summary

Task		Hours	Value
B803	Business Operations	80.7	68,256.60
Total		80.7	68,256.60

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
07/27/22	S Schofield	Call with M. Cadavid regarding PRRADA supplemental disclosure	0.2
07/28/22	S Schofield	Draft supplemental disclosure as requested by the US Trustee (1.6); review communications with US Trustee, as well as internal K&S documents and correspondences regarding same (0.3); analyze PRADDA statute in connection with same (0.3).	2.2
			<hr/> 2.4

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Sarah Schofield	Associate	2.4	600.00	1,440.00
Total		<hr/> 2.4		<hr/> 1,440.00

EXHIBIT E

August 2022 Detailed Time and Expense Records

See Attached.

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
08/08/22	K Futch	Attend to Tranche 1 RFP, including updating of proponent PPOA for latest amendments (3.0) and preparation of execution copy (1.5), calls with proponent on PPOA execution (0.5), and revisions to another proponent PPOA (2.3).	7.3
08/09/22	K Futch	Attend to Tranche 1 RFP, including preparation and meeting with proponent on ESSAs and PPOAs (2.5), discussion and drafting related emails on pricing proposal (1.5), review and revisions to ESSA (2.0), draft interconnection related emails (0.5) and calls on price proposal (0.4).	6.9
08/10/22	K Futch	Attend to Tranche 1 RFP, including review ESSAs (1.5), prepare agenda for working group (.5), attend working group call and follow-up (1.5), review EPC comments and finalization (0.5), prepare for and attend call on VPP comments to GSA (1.0), prepare for and attend pricing discussion (1.5), and attend to signing conditions and interconnection studies (1.0).	7.5
08/11/22	K Futch	Attend to Tranche 1 RFP, including revising four PPOAs and two Essas (4.0) and preparation of execution versions (1.5), prepare for and attend call with proponent on next steps for interconnection (1.0) and attend call on updates to PPOAs and ESSAs (1.0), prepare execution version of another PPOA (2.0) and coordinate execution process (0.4).	9.9
08/12/22	K Futch	Attend to Tranche 1 RFP, including revisions to five PPOAs and three ESSAs.	7.2
08/15/22	K Futch	Attend to Tranche 1 RFP, including revising letter of funding (1.0), following up on execution of proponent PPOA and final revisions (1.0), reviewing and revising other proponent ESSAs and PPOAs (4.3).]	6.3
08/16/22	K Futch	Attend to Tranche 1 RFP, including prepare timeline of RFP process (3.0), review and revising ESSAs (2.0), drafting email on LCOS/LCOE (0.5), preparing agenda (0.5), and drafting letters to proponents (0.5).	6.5
08/17/22	K Futch	Attend to Tranche 1 RFP, including preparing agenda for working group (1.0), attending working group call and follow-ups (1.5), coordinate review of signing conditions and land issues (0.5) and updating PPOAs and ESSAs for final proponent issues (4.3).	7.3

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Date	Timekeeper	Description	Hours
08/18/22	K Futch	Attend to Tranche 1 RFP, including coordinating review of signing conditions / land issues and drafting related email (1.0) and updating PPOAs and ESSAs for final proponent issues (4.8).	5.8
08/19/22	K Futch	Attend to Tranche 1 RFP, including revising GSA for latest updates, technical appendices and open commercial items.	7.1
08/22/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to ESSA call with proponent (2.0), coordinating S&L review of technical issues for BESS & review of proponent correspondence (0.5), review and consideration of inflation reduction act and impact on RFP (1.0), and updates to two ESSAs (3.8).	7.3
08/23/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to ESSA call with proponent (2.0) and review and preparation of execution copies of four PPOAs and two ESSAs as well as related signing matters (5.1).	7.1
08/24/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to working group call (1.0), preparing related agenda (0.5), preparing condition precedent checklist (0.5), drafting correspondence with proponents on interconnection (0.5), attending to non-refundable fees, interconnection issues and correspondence with other proponents (0.5), revisions to PPOAs and ESSAs (4.5).	7.5
08/25/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to interconnection call with proponent (1.0), review of and correspondence on signing conditions (1.0), review and drafting emails on conflicts (0.5), drafting / revising motion to submit remaining PPOAs (4.2), and review of proponent letter on costs (0.5).	7.2
08/26/22	K Futch	Attend to Tranche 1 RFP, including proponent PSS/E models (0.1), emails related to proponent calls (0.5), drafting email on BESS projects (0.5), reviewing and drafting email related to signing conditions (0.5), reviewing and preparation for EPC talk (0.5), revisions to ESSAs (2.4), and draft letter on Aguirre (3.0).	6.5
08/29/22	K Futch	Attend to Tranche 1 RFP, including drafting letter on interconnection issues (5.0), revisions to Aguirre letter (0.7), and reviewing and coordinating signing conditions (0.5).	6.2

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Date	Timekeeper	Description	Hours
08/30/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to GSA call with proponent (1.7) and call with LUMA on structure changes to RFP / interconnection responsibilities (1.0), revising GSA following meeting (2.0), drafting letter on LUMA responsibilities (1.0), drafting communication 15 (1.0), and revising interconnection issues letter (1.0), revisings to various letter produced during the week (1.5), review and revision to the GSA (1.5)	7.7
08/31/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to working group call (1.0) and preparing agenda for call (1.0), call with proponent on PPOA (0.5), revising interconnection, Comm 15 and responsibilities letter for distribution (3.0), and revisions to GSA and ESSA (2.6).	8.1
			<hr/> 129.4

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	129.4	1009.00	130,564.60
Total		<hr/> 129.4		<hr/> 130,564.60

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Task Summary

Task		Hours	Value
B803	Business Operations	129.4	130,564.60
Total		<hr/> 129.4	<hr/> 130,564.60

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
08/01/22	J Bowe	Review press report regarding extension of PREPA Title III mediation	0.1
08/01/22	J Bowe	Participate in conference call regarding interconnection with Aguirre for several; projects with F. Santos , J. Umpierre, D. Hernandez and D. Monasterio (LUMA), K. Futch (0.9); discuss response to one proponent and Aguirre substation interconnection issue with F. Santos , J. Umpierre, D. Zabala (K&S), K. Futch (0.3)	1.2
08/01/22	J Bowe	Participate in conference call regarding interconnection with Aguirre for several projects with F. Santos, J. Umpierre, D. Hernandez and D. Monasterio (LUMA)	1.2
08/01/22	J Bowe	Teleconference with K. Futch regarding PREPA position on access to Aguirre substation for third party interconnections	0.3
08/01/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend meeting on Aguirre substation (1.0), meeting on review of design for T1 projects (0.8), review and revise two PPOAs (4.0), draft emails and attend to related discussions on LCOS and BESS projects (1.5)	7.3
08/01/22	S Martin	Attention to Tranche 1 RFP (review proponent markup of PPOA (1.1); review and revise bespoke PPOAs in accordance with the foregoing to prepare execution copies (3))	4.1
08/02/22	J Bowe	Review LUMA Motion to Submit Federal Funding Roadmap in NEPR-MI-2020-0012	0.3
08/02/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend meeting on proponent ESSAs and PPOAs (1.5) and follow-up call with PREPA (0.5), review and revise proponent PPOAs (4.0), coordinate review of signing conditions (0.5), review LUMA motion on federal funding (0.6), coordinate review of technical matters (0.5)	7.1
08/02/22	S Martin	Attention to Tranche 1 RFP (preparation of execution copy of bespoke PPOA)	1.1
08/03/22	J Bowe	Participate in PREPA RE RFP Working Group conference call regarding remaining Tranche 1 contracts, discuss interconnection issues with LUMA representatives,; discuss status of discussions with certain solar PV and battery storage project proponents	1.1
08/03/22	J Bowe	Review, mark up K. Futch response to Proponent of BESS project regarding information gaps	0.2
08/03/22	J Bowe	Review proponent correspondence posted to PowerAdvocate	0.3
08/03/22	K Futch	Attend to Tranche 1 RFP, including prepare agenda for working	8.1

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Date	Timekeeper	Description	Hours
		group meeting (0.5), attend working group meeting (1.0) and follow-up from meeting (0.5), coordinate review of technical responses and interconnection issues (1.1), review two sets of proponent signing conditions and attend to execution (2.0), and draft email on interconnection and RFP process for proponent (3.0).	
08/03/22	S Martin	Attention to Tranche 1 RFP (correspondence with proponents (0.4); preparation of notice of selection and contract execution for bespoke PPOAs (1.1))	1.5
08/04/22	J Bowe	Review motion filing additional PPOAs in NEPR-MI-2020-0012	0.2
08/04/22	J Bowe	Participate in conference call with K. Futch, K. Reyes (S&L) regarding Energle attempt to change point of interconnection, discuss response to Energle with K. Futch	0.5
08/04/22	J Bowe	Review renewable generation and energy storage tax credit provisions in Senate Inflation Reduction Act, consider impacts on PREPA	0.2
08/04/22	K Futch	Attend to Tranche 1 RFP, including prepare for an attend meetings with two proponents on interconnection issues (1.0) and call on material discrepancies in PPOA with a proponent (0.5), review RFP for restricted parties provisions and draft email on same (0.5), review ESSA in light of proponent email (1.0), draft related email (1.0), attend to proponent signing conditions (1.0), discuss issues raised by proponents (0.5) and revise agreements (0.5), attend to PPOA execution (1.0), and review and comment on motion to submit PPOAs (1.5).	8.5
08/04/22	S Martin	Attention to Tranche 1 RFP (research communications with solar proponent regarding location of interconnection point (1.1)	1.1
08/05/22	K Futch	Attend to Tranche 1 RFP, including coordinating signing condition completion and review (1.0), review and revise seven PPOAs and ESSAs for interconnection issues / technical appendices and latest updates (6.4).	7.4
08/05/22	J Katz	Attention to Tranche 1 RFP: review and revise LUMA EPC agreement (2.5); preparation of comments for S. Martin to update LUMA EPC agreement (1.0); review and revise updated LUMA EPC agreement (1.0)	4.5
08/05/22	S Martin	Attention to Tranche 1 RFP (review and revise LUMA EPC attachments (5.5); commence to update LUMA EPC Agreement and attachments in accordance with J. Katz comments (2.9))	8.4
08/06/22	J Bowe	Review K. Futch e-mail regarding Proponent request for meting	0.1
08/06/22	S Martin	Attention to Tranche 1 RFP (complete update LUMA EPC Agreement in accordance with J. Katz comments (2.9))	2.9

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Date	Timekeeper	Description	Hours
08/07/22	J Bowe	Review reports on renewables tax credit provisions included in the Inflation Reduction Act	0.2
08/07/22	S Martin	Attention to Tranche 1 RFP (review and revise LUMA EPC attachments (5.5); update LUMA EPC attachments in accordance with J. Katz comments (2.4))	2.4
08/08/22	J Bowe	Review study of new combined cycle generating facility and alternatives	0.4
08/08/22	J Bowe	Review e-mail from LUMA to F. Santos, K. Futch regarding POI limits and potential interconnection at Aguirre, consider same	0.2
08/08/22	J Bowe	Review e-mail to Coqui Power regarding contract negotiation	0.1
08/08/22	J Bowe	Review study of new combined cycle generating facility and alternatives	0.8
08/08/22	J Bowe	Respond to PREB IC email regarding webinar for Tranche 2 (0.1); review PREB report on Tranche 1, FOMB report on PREPA (0.3)	0.4
08/08/22	J Bowe	Review PREB status request on renewable procurement, Feasibility Study on new combined cycle generating facility and alternatives	0.4
08/08/22	S Martin	Attention to Tranche 1 RFP (correspondence with solar proponents (0.7); update ESSA template in accordance with latest PPOA updates (2.1); update 5 bespoke ESSAs in accordance with the foregoing (7.4); correspondence with S&L to coordinate review of ESSA technical matters (0.5))	10.7
08/09/22	J Bowe	Review D. Hernandez, F. Santos, K. Futch e-mails regarding interconnection study invoice, revised LCOE/LCOS calculations	0.4
08/09/22	S Martin	Attention to Tranche 1 RFP (update 3 bespoke ESSAs in accordance with updated ESSA template (4.7); prepare for and join internal preparation call and negotiation call with AES (1.7); prepare PPOA execution copy (0.7); review and revise LUMA EPC package in accordance with K. Futch comments (1.1); correspondence with PPOA resource providers (0.7))	8.9
08/10/22	J Bowe	Review LUMA response to VPP Proponent comments on GSA (0.1); review correspondence regarding Aguirre POI (0.1); prepare for, participate in PREPA RE RFP Working Group conference call regarding outstanding Tranche 1 issues (1.4)	1.6
08/10/22	J Bowe	Participate in conference call with D. Monasterio, K. Futch regarding Proponent comments on GSA	0.9
08/10/22	J Bowe	Review roles of discussion of comments on proponent GS changes with D. Monasterio and D. Hernandez (LUMA), K. Futch	0.3
08/10/22	S Martin	Attention to Tranche 1 RFP (prepare redlines of ESSAs for K. Futch review (1.1); prepare execution copy of solar PPOA (0.8))	1.9

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Date	Timekeeper	Description	Hours
08/11/22	J Bowe	Review e-mail to Proponent regarding need to study new POI alternatives, comment on same	0.3
08/11/22	J Bowe	Review e-mail correspondence regarding Aguirre POI	0.2
08/11/22	J Bowe	E-mails from, to K. Futch regarding response to Proponent GSA comments (0.2); review reports regarding PREB action on final Resolution and Order in NEPR-MI-2021-0003 (0.3)	0.5
08/11/22	J Bowe	Review, email from K. Futch regarding Interconnection Point issue (0.2); review recalculated LCOE and LCOS values for group of projects (0.2)	0.4
08/11/22	J Bowe	Respond to K. Futch message regarding Proponent comments on question of POI change and cost of studies of same	0.2
08/11/22	J Bowe	Teleconference with K. Futch regarding reaction of Proponent to news regarding need to identify new interconnection point (0.4); conference call regarding combining proponent interconnection facilities with D. Zabala, K. Reyes (S&L), F. Santos, K. Futch (0.4)	0.8
08/11/22	S Martin	Attention to Tranche 1 RFP (join negotiation call with AES (0.5))	0.5
08/12/22	J Bowe	Review, respond to K. Futch e-mail messages regarding concluding PPOAs and ESSAs with one Proponent	0.3
08/12/22	J Bowe	Review Proponent responses to proposed changes to deal with interconnect point change issue	0.3
08/12/22	J Bowe	Respond to VPP Proponent comments on GSA, transmit same to K. Futch for review	1.7
08/12/22	J Bowe	Review Tranche 1 lessons learned in context of PREB IC webinar on new RFP process	1.4
08/12/22	J Bowe	Respond to VPP Proponent comments on GSA incorporating LUMA comments on same	0.5
08/12/22	J Bowe	Respond to VPP Proponent proposed changes to GSA	0.2
08/12/22	S Martin	Attention to Tranche 1 RFP (review and revise bespoke ESSA in accordance with K. Futch comments (3.1); draft cover emails and distribute updated bespoke ESSAS with BESS proponents (0.5)	3.7
08/15/22	J Bowe	Review PREB order on executed PPOAs in NEPR-MI-2020-0012 (0.2), respond to proponent request for status on GSA (0.2)	0.4
08/15/22	J Bowe	Review correspondence relating to filing of PPOAs (0.3)	0.3
08/16/22	J Bowe	Review revised construction timeline for June 30 PPOA (0.1), review agenda for 8/17 RE RFP Working Group conference call (0.1)	0.2
08/16/22	J Bowe	E-mails regarding need for updated LCOE/LCOS calculations	0.2

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Date	Timekeeper	Description	Hours
		(0.1); review response from VPP proponent (0.1)	
08/16/22	J Bowe	Review, comment upon June 30 PPOA timeline draft	0.2
08/16/22	S Martin	Attention to Tranche 1 RFP (coordinate S&L access to PPOA executed copies SharePoint (1.1); review and revise pages 1 to 37 of PPOA template to identify PREPA/LUMA obligations (2.2); commence to prepare summary chart of PREPA/LUMA obligations (3.3))	6.6
08/17/22	J Bowe	Attend, participate in Tranche 1 RE Working Group conference call to discuss finalization of open Tranche 1 PPOAs, ESSAs, GSA	1.5
08/17/22	S Martin	Attention to Tranche 1 RFP (preparation of redlines of bespoke ITC compliant ESSAs and general review of the foregoing (1.1); coordinate update of Proponent email distribution lists and correspondence with Proponents regarding the foregoing (0.7); coordinate meetings with ESSA proponents and correspondence with Proponents regarding the foregoing (1.1); review signing condition packages to identify site control and financial capability requirements (3.7); compare the foregoing deliverables with Phase II submittals (2.4); update SharePoing and coordinate S&L and D&V substantive review of the foregoing (1.1); review and summarize status of PPOAs filed with OCPR and distributed to Proponents (0.5); review and revise form of Bid Bond for VPP proponent (0.5))	9.3
08/18/22	J Bowe	Teleconference with K. Futch regarding revisions to GSA with VPP Proponent and next steps relating to same (0.2); review press report and emails regarding OGPE denial of authorization to construct AES solar PV project (0.3)	0.3
08/18/22	S Martin	Attention to Tranche 1 RFP (verification of F. Santos summary of status of PPOAs filed with OCPR (0.7); correspondence with S&K regarding disqualification notices (0.4); coordinate D&V additional personnel access to site condition SharePoint (0.4); update site control and financial capability folders with information received in Phase II (1.5); review and revise bespoke PPOA in accordance with S&L technical input and Proponent additional information (1.9); correspondence with ESSA Proponents (0.5); preparation of notices of selection and contract execution for PPOAs executed in August (2.1);	7.5
08/19/22	S Martin	Attention to Tranche 1 RFP (distribution of executed PPOAs and notices of selection to resource providers (1.1); review pages 37 to 47 of PPOA to identify PREPA/LUMA responsibilities (1.3))	2.4
08/20/22	S Martin	Attention to Tranche 1 RFP (review and revise pages 47 to 93 of PPOA template to identify PREPA/LUMA obligations (2.3); update summary chart of PREPA/LUMA obligations (2.9))	5.2
08/22/22	J Bowe	Provide to K. Futch information on Inflation Reduction Act and	0.2

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Date	Timekeeper	Description	Hours
08/22/22	S Martin	impact on renewable and storage development in Puerto Rico Attention to Tranche 1 RFP (correspondence with proponents (0.6); coordinate access to SharePoint (0.7); call with S. Saldana regarding site control review (0.5); review ESSA proponent correspondence regarding pricing (0.5); complete summary chart of PREPA/LUMA responsibilities under the PPOA (1.4))	3.7
08/24/22	S Martin	Attention to Tranche 1 RFP (Distribute Standard for Substantial CAD DCD and correspondence with Proponents regarding the foregoing)	0.5
08/25/22	J Bowe	Teleconference with K. Futch regarding addressing Tranche 1 project status and issues remaining to be resolved	1.9
08/25/22	J Bowe	Review revised motion to submit remaining PPOAs and ESSAs comment on same and transmit comments to K. Futch; transmit revised version to M. Vazquez (D&V) for filing	1.0
08/25/22	S Martin	Attention to Tranche 1 RFP (distribute T1 RFP contracts to LUMA)	0.6
08/26/22	S Martin	Attention to Tranche 1 RFP (update notifications of selection and contract execution (0.7); correspondence with Proponents (0.5); OMA research (0.5))	1.7
08/27/22	J Bowe	Review K. Futch e-mails to LUMA representatives regarding technical approaches to GSA and proponent regarding provision of security and GSA comments (0.2); review reports regarding LUMA performance issues and threats to terminate LUMA contract (0.8)	1.0
08/28/22	J Bowe	Respond to K. Futch question regarding PREPA approval rights over LUMA technical decisions (0.5), research OMA regarding same (0.5); draft analysis of PREPA's rights under the OMA to review and approve LUMA guidelines (0.5)	0.7
08/29/22	J Bowe	Respond to K. Futch question regarding PREPA approval rights over LUMA technical decisions, research OMA regarding same; ; draft analysis of PREPA's rights under the OMA to review and approve LUMA guidelines	1.5
08/29/22	J Bowe	Prepare to present on elements of the Inflation Reduction Act relevant to PREPA and LUMA to PREPA Tranche 1 RE RFP Working Group conference call participants on 8/31/2022	0.4
08/29/22	J Bowe	Review, comment upon draft letter and LUMA addressing various interconnect issues	1.0
08/29/22	S Martin	Attention to Tranche 1 RFP (update letter and matrix with LUMA responsibilities as PREPA's agent per K. Futch comments (2.9); prepare first draft of Communication No. 15 (0.9); correspondence with Proponents (0.5))	4.3
08/30/22	J Bowe	Review provisions of Inflation Reduction Act relevant to PREPA, LUMA and the Tranche 1 RFP, prepare presentation for same	0.5

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Date	Timekeeper	Description	Hours
08/30/22	J Bowe	Prepare presentation regarding renewable and storage related impacts of the Inflation Reduction Act	0.5
08/30/22	J Bowe	Respond to K. Futch regarding review of LUMA and proponent communications relating to construction of interconnection facilities (0.2); review letter to LUMA regarding roles and responsibilities relating to Tranche 1 PPOAs (0.7); review and comment upon proponent communication regarding responsibility for Interconnection facilities construction (0.3)	1.2
08/30/22	J Bowe	Prepare for conference call with VPP Proponent regarding comments on GSA (0.2); participate in conference call with S. Peattie (Proponent), D. Zabala (S&L), K. Futch (0.7)	0.9
08/30/22	J Bowe	Participate in conference call with D. Hernandez, D. Monasterio (LUMA), K. Futch regarding meetings with proponents on interconnection construction options, LUMA compensation for oversight of interconnection construction by Resource Providers	0.5
08/31/22	J Bowe	Prepare presentation regarding Inflation Reduction Act for PREPA/LUMA Tranche 1 RFP Working Group call	1.1
08/31/22	J Bowe	Prepare for Tranche 1 RE RFP Working Group conference call and review agenda for same, prepare presentation on Inflation Reduction Act impacts on PREPA, LUMA and the Tranche 1 RFP to be delivered during call	0.4
			<hr/> 166.0

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	34.1	1087.00	37,066.70
Jonathan Katz	Partner	4.5	1009.00	4,540.50
Kevin Futch	Counsel	38.4	1009.00	38,745.60
Silvia Martin	Associate	89.0	820.00	72,980.00
Total		<hr/> 166.0		<hr/> 153,332.80

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Task Summary

Task		Hours	Value
B803	Business Operations	166.0	153,332.80
Total		166.0	153,332.80

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
08/03/22	M Cadavid	Call with Chambers to discuss pro hac and fee application issues (.6); call with local counsel regarding same (.5); review and authorize filing of fee application and notice of appearance (.8)	1.9
08/18/22	J Bowe	Emails from, to M. Cadavid, K. Futch regarding confirmation of items included in disbursements and charges for document retention	0.2
08/18/22	M Cadavid	Review PRRADA disclosures (.3); draft and send S. Blomquist email regarding any supplemental disclosure regarding new matter (.4); review invoices for April, May and June and provide comments regarding compliance with fee application and fee examiner guidelines (2.2)	2.9
08/19/22	M Cadavid	Call with F. Langa and discussions with K. Futch re: time entries and fee examiner/application guidelines (.5); review and respond to emails re: preparation of monthly fee statement (.4)	0.9
			<hr/> 5.9

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	0.2	1087.00	217.40
Miguel Cadavid	Associate	5.7	730.00	4,161.00
Total		<hr/> 5.9		<hr/> 4,378.40

Expenses Incurred

08/26/22	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 000000A8138R-362CBE DATE: 9/3/2022	59.90
	Francisco Santos - Autoridad de Energia Electrica - Santurce - PR	
Total Expenses		<hr/> 59.90

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Task Summary

Task	Hours
B803 Business Operations	0.2
B812 Fee/Employment Applications	5.7
Total	<hr/> 5.9

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
08/16/22	K Futch	Review narratives on 2022 time entries (0.5) and revise for fee application (0.5)	1.0
			<hr/> 1.0

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	1.0	1009.00	1,009.00
Total		<hr/> 1.0		<hr/> 1,009.00

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Task Summary

Task	Hours
B803 Business Operations	1.0
Total	<hr/> 1.0

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Expenses Incurred

08/31/22	Litigation Support Vendors - VENDOR: TransPerfect Document Management, Inc INVOICE#: 216622 DATE: 8/31/2022	954.00
	Monthly Storage Fees (31.80 GB) for August 2022	
	Total Expenses	<hr/> 954.00

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366002 Shovel-Ready PPOA Negotiation/Implementation
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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
08/15/22	K Futch	Review Montalva questions (0.3), draft email (0.3) on concerns and discuss with PREPA team (0.5).	1.1
			<hr/> 1.1

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	1.1	1009.00	1,109.90
Total		<hr/> 1.1		<hr/> 1,109.90

EXHIBIT F

September 2022 Detailed Time and Expense Records

See Attached.

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
09/01/22	K Futch	Attend to Tranche 1 RFP, including attending to PREB request for information (0.9), call on status (0.3) and drafting communication 15 (2.9).	4.1
09/02/22	K Futch	Attend to Tranche 1 RFP, including review and discuss PREB resolution (1.0), draft email to team on price changes (0.7), draft email to share PREB approval with proponent (0.3), review proponent signing conditions (0.5), draft emails to coordinate calls with LUMA and resource providers on technical issues (1.5).	4.0
09/05/22	K Futch	Attend to Tranche 1 RFP, including review resolution and order (0.5), draft email to S&L and D&V on order addressing corrections (0.5) and coordinate meetings with LUMA (0.3).	1.3
09/06/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending calls with two proponents on interconnection issues (3.0), prepare for and attend call on resolution and order (1.0), coordinate calls on interconnection (1.0), review and revise email on interconnection (0.5), review PPOA template and draft related email on energy yield assessment (1.0), and coordinate interconnection meetings (0.6).	7.1
09/07/22	K Futch	Attend to Tranche 1 RFP, including preparing agenda for working group call (0.8), attending and follow up on working group call (1.5), preparing for and attending to calls with three proponents (3.0), distributing presentations related to interconnection call (0.5), review construction guidelines (1.0), review resolution and order and draft email on same to S&L (0.5).	7.3
09/08/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to three calls with proponents on interconnections (3.2), drafting emails on MTR compliance for BESS projects (1.1), coordinating calls with other proponents on interconnections (0.5), review and revise letter on Aguirre substation (0.5), revise ESSAs (0.5), review PREB order and related communications (0.5) and draft email on same (0.7)	7.0
09/09/22	K Futch	Attend to Tranche 1 RFP, including follow up on working group meeting (1.0), prepare for and attend to call with proponent (1.0), draft letter to FOMB (4.0), coordinate calls on interconnection (0.5), distribute slides on interconnection (0.5), and review construction guidelines and approach for interconnection (0.6).	7.6
09/12/22	K Futch	Attend to Tranche 1 RFP, including coordinating calls on interconnection (0.5), preparation of checklist of conditions	7.2

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Date	Timekeeper	Description	Hours
		precedent (0.5) and drafting interconnection appendix and amendments to PPOAs and ESSAs (6.2).	
09/13/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to three proponent meetings on interconnection (3.0), review and revise FOMB letter (1.0), review and revise GSA comments (1.0), coordinating interconnection meetings (0.5), following up on Aguirre letter (0.2), reviewing ESSA comments from proponent and revising ESSA (1.3), and drafting email on MTR meetings (0.3).	7.3
09/14/22	K Futch	Attend to Tranche 1 RFP, including reviewing and revising FOMB letter for comments received (1.5), preparing working group agenda (0.5), attending working group call and related follow-ups (1.5), preparing for and attending to calls with two proponents on interconnection (2.0), review and revise task tracker (0.5), and reviewing and revising GSA for comments (1.5).	7.5
09/15/22	K Futch	Attending to Tranche 1 RFP, including preparing for and attending to PPOA and ESSA call with proponent (1.5) as well as call with another proponent on interconnection (1.0), reviewing and revising GSA comments (0.5), reviewing and revising ESSA comments (1.0) and preparing amendments to PPOAs and ESSAs (3.1).	7.1
09/16/22	K Futch	Attend to Tranche 1 RFP, including interconnection meeting with proponent (1.0), draft justification memo for contract approval (3.0), and review and revise amendments to PPOAs and ESSAs (2.2).	6.2
09/19/22	K Futch	Attend to Tranche 1 RFP, including interconnection call with proponent (1.0), review and revise Communication 16 (0.9), review and revise notice of selection (0.5), review and revise amendments to commercial contracts (1.5).	3.9
09/21/22	K Futch	Attend to Tranche 1 RFP, including drafting letter to FOMB on ESSA submission (3.6), preparing working group agenda (0.5), attending working group call (1.0), and drafting letter on interconnection study costs (2.2).	7.3
09/22/22	K Futch	Attend to Tranche 1 RFP, including call with proponent (1.0) and with PREPA (1.0), coordinating technical meetings (0.5), review of GSA exceptions and revising GSA (3.0), and reviewing and revising multiple commercial contract amendments (2.0).	7.5
09/23/22	K Futch	Attend to Tranche 1 RFP, including preparing for and attending to call on interconnections (1.0), review comments on interconnection agreement (1.0), review comments on ESSAs and revise agreements (3.0), coordinate technical meetings (0.4) and review commercial contract amendments (1.5).	6.9
09/26/22	K Futch	Attend to Tranche 1 RFP, including reviewing and revising construction guidelines (1.5), reviewing interconnection	7.2

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Date	Timekeeper	Description	Hours
		agreement comments from proponent (1.0), coordinating technical meetings (0.5), preparing for and attending to three calls with resource providers / PREPA (3.0), reviewing and revising contract amendment for interconnection issues (1.2).	
09/27/22	K Futch	Attend to Tranche 1 RFP, including reviewing and revising amendments for interconnection changes (3.6) and coordinating technical meetings (0.5).	4.1
09/28/22	K Futch	Attend to Tranche 1 RFP, including coordinating technical calls (0.5), preparing updated version of GSA (3.5), and reviewing and revising amendment for commercial contracts (2.0), and preparing for working group call (1.0).	7.0
09/29/22	K Futch	Attend to Tranche 1 RFP, including revising GSA (2.0), reviewing contract amendment (0.6) and drafting letter on interconnection issues (4.5).	7.1
09/30/22	K Futch	Attend to Tranche 1 RFP, including updating GSA for LUMA comments and preparing pre-execution version of VPP GSA.	7.2
			<hr/> 131.9

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	131.9	1009.00	133,087.10
Total		<hr/> 131.9		<hr/> 133,087.10

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Task Summary

Task		Hours	Value
B803	Business Operations	99.3	100,193.70
B821	General Coporate Matters	32.6	32,893.40
Total		<u>131.9</u>	<u>133,087.10</u>

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
09/01/22	J Bowe	Review energy bureau resolution and order approving additional PPOAs and ESSAs issued 9/1/2022	0.2
09/02/22	S Martin	Attention to Tranche 1 RFP (coordinate publication of Communication No. 15)	0.5
09/06/22	J Bowe	Review reports regarding possible expiration of LUMA contract, discuss same with S. Kupka; e-mail regarding same to/from S. Kupka	0.2
09/06/22	J Bowe	E-mails regarding call on procedures going forward to finalize Tranche 1 PPOAs and ESSAs (0.2); review messages regarding PREPA position on LUMA contract and request for congressional testimony (0.1)	0.3
09/06/22	S Martin	Attention to Tranche 1 RFP (prepare for and attend call to coordinate next steps per new PREB resolution and order (0.9); review document distribution via Box to proponents and prepare draft email reminding them of available documents and next steps (0.4))	1.3
09/07/22	J Bowe	E-mails from, to D. Zabala, K. Reyes (S&L), K. Futch regarding comments on interconnection standards proposed by LUMA	0.2
09/07/22	S Martin	Attention to Tranche 1 RFP (correspondence with Proponents to remind them of their Box link, available documents and next steps (0.9); coordinate update of email distribution lists (0.3))	1.2
09/08/22	J Bowe	Review article in El Expreso regarding NFE San Juan LNG terminal referring to K&S	0.2
09/08/22	J Bowe	Participate in conference call with Resource Provider regarding construction of interconnection projects with LUMA representatives (D. Hernandez, D. Monasterio), D. Zabala (S&L), K. Futch, Resource Provider representatives	1.0
09/08/22	J Bowe	E-mail from M. Vazquez regarding LCOS submission; e-mail from K. Futch regarding same	0.3
09/08/22	S Martin	Attention to Tranche 1 RFP (prepare response to Proponent question regarding release of bid bonds (1.1); review and revise latest draft of bespoke ESSAs in accordance with K. Futch instructions (0.4); download and organize information made available by LUMA for distribution to Proponents (1.5))	3.0
09/09/22	J Bowe	Discuss status of interconnection construction calls with proponents with K. Futch	0.2
09/09/22	J Bowe	Attend, participate in conference call with PREPA T1 RFP Working Group, F. Santos, D. Zabala and M. Thibodeau (S&L), K. Futch, S. Martin regarding interconnection issues and letter to FOMB confirming sign-off, LUMA scheduling issues	0.6

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Date	Timekeeper	Description	Hours
09/09/22	S Martin	Attention to Tranche 1 RFP (prepare for and join Working Group follow-up call (1.1); prepare updated drafts of notices of selection and contract execution (0.8); correspondence with D&V and PREPA regarding the foregoing (0.2)	2.1
09/09/22	P Rizk	Discuss Puerto Rico energy deal with K.Futch	0.5
09/12/22	S Martin	Attention to Tranche 1 RFP (update and distribute bespoke notices of selection and contract notification (1.1); prepare first draft of bespoke notice of selection and contract notification (0.7); upload to Box Revised LUMA Interconnection Works packages for each proponent and prepare notification email for each Proponent (1.8))	3.6
09/13/22	J Bowe	Review FOMB communication to PREPA regarding business unbundling status (0.1); review K. Futch e-mail regarding VPP proponent markup of ESSA (0.1)	0.2
09/13/22	P Rizk	Discuss updating energy storage service agreements, as well as drafting letter to FOMB [.5 hours]	0.5
09/14/22	J Bowe	Teleconference with K. Futch regarding VPP proponent positions on insurance, metering, need to revise GSA (0.2); discuss presentation to PREPA and LUMA regarding Inflation Reduction Act (0.2)	0.4
09/14/22	J Bowe	Participate in PREPA-LUMA Tranche 1 Working Group call regarding status of interconnection negotiations with Proponents, other Tranche 1 issues (0.5); participate in PREPA Tranche 1 RFP Working Group call regarding submission of agreements to FOMB	1.2
09/14/22	J Bowe	Review VPP proponent revised GSA and comments on same, e-mail regarding proponent comments from, to K. Futch	0.5
09/14/22	J Bowe	E-mails from, to K. Futch, to A. Hullman, E. Markson regarding confirmed need to change a BESS from solar resource to e eligible for tax credit	0.2
09/14/22	J Bowe	Review A. Hullman response to battery charging question , share same with K. Futch	0.2
09/14/22	S Martin	Attention to Tranche 1 RFP (update and distribute two bespoke ESSAs)	0.4
09/14/22	P Rizk	Take notes at weekly working group meeting [1.0 hours]; update energy storage services agreement [1.5 hours]; draft conditions precedent checklist [1.5 hours]; draft letter to FOMB [1.5 hours]	5.5
09/15/22	J Bowe	E-mails from K. Futch regarding call on Inflation Reduction Act and planned presentation regarding same	0.2
09/15/22	J Bowe	Teleconference with K. Futch regarding plans for call regarding Inflation Reduction Act and impacts on renewables and storage project development and economics in Puerto Rico (0.2); discuss expectations regarding conclusion of Tranche 1 work (0.1)	0.3

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Date	Timekeeper	Description	Hours
09/15/22	P Rizk	Review and edit conditions precedent checklist and [.5 hours]; review and edit letter to FOMB [.5 hours]	1.0
09/16/22	J Bowe	Review, comment upon draft justification for K&S contract amendment to extend Tranche 1 work and include Tranche 2 work	0.2
09/16/22	S Martin	Attention to Tranche 1 RFP (join call with resource provider regarding PPOA and Interconnection Agreement updates (1.5); coordinate update of email distribution lists and access to Box (0.6); correspondence with proponents and resource providers (0.3))	2.4
09/19/22	J Bowe	Review pleadings addressing litigation over PREPA bonds (0.1); press reports regarding damage to PREPA generation from Hurricane Fiona (0.1)	0.2
09/19/22	J Bowe	Review Energy Bureau order on new CCGT resource in NEPR-MI-2021-0003 and PREPA's filed response to same; review feasibility study regarding new CCGT resource prepared by PREPA and S&L	0.4
09/19/22	J Bowe	Review, sign off on PREPA PowerAdvocate Communication No. 16 to PPOA Proponents re interconnection construction cost options	0.2
09/19/22	J Bowe	Review coverage regarding changes sustained by PR grid	0.2
09/19/22	S Martin	Attention to Tranche 1 RFP (update SharePoint and Box with latest executed copies of PPOAs (0.4); update and distribute notice of selection and contract execution (0.3); join call with resource provider to discuss LUMA's option for construction of PREPA Interconnection facilities (1.6); prepare draft of Communication No. 16 (1.8))	4.1
09/21/22	J Bowe	Participate in PREPA Tranche 1 RFP working group conference call to discuss planned meetings with proponents, possible changes to interconnection construction	1.3
09/21/22	S Martin	Attention to Tranche 1 RFP (prepare for and participate in working group weekly call (1.4); distribute list of resource provider contact information to LUMA (0.3))	1.7
09/21/22	P Rizk	Take notes at weekly group meeting [1.0 hours]; update task tracker [.5 hours]	1.5
09/22/22	J Bowe	Review report regarding resumption of mediation in PREPA Title III proceeding	0.2
09/22/22	P Rizk	Update task dashboard with notes from call, as well as updated scheduled meetings and related documents	1.5
09/23/22	J Bowe	E-mails regarding Proponent request for changes to Interconnection Agreement	0.2
09/23/22	S Martin	Attention to Tranche 1 RFP (prepare email with FOMB letter and bespoke ESSAs for PREPA legal team review)	0.3
09/26/22	S Martin	Attention to Tranche 1 RFP (prepare presentation for LUMA to	4.3

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Date	Timekeeper	Description	Hours
		discuss proposed changes to EPC (2.8); review and update SharePoint, iManage and Box files (0.5); prepare for and participate in call with solar proponent and LUMA (1))	
09/26/22	P Rizk	Meet with S.Martin and K.Futch on PREPA deliverables [.5 hours]; review sharedrive and iManage folders, noting items to be done and updating checklists [1.5 hours]	2.0
09/27/22	S Martin	Attention to Tranche 1 RFP (review ESSA resource provider submission of information for FOMB (0.4); review F. Hernandez comments to FOMB Contractor Certifications (0.2))	0.6
09/27/22	P Rizk	Take notes on resource provider call and discuss post-call deliverables with K.Futch [1.0 hours]; update PPOA template and draft appendix to interconnection construction guidelines [2.5 hours]; review resource provider comments to draft form of interconnection agreement [1.0 hours]	4.5
09/28/22	J Bowe	Review agenda for PREPA RE RFP Working Group conference group (0.1); review communications with VPP proponent regarding revision of GSA (0.1); review notices relating to Tranche 2 RFP (0.1)	0.3
09/28/22	S Martin	Attention to Tranche 1 RFP (preparation of additional request of information for ESSA resource provider (0.5); update SharePoint (0.9))	1.4
09/28/22	P Rizk	Provide comments on CS-UR's comments on Interconnection Agreement [1.0 hours];	1.0
09/29/22	S Martin	Attention to Tranche 1 RFP (review and revise communication no. 16 and coordinate publication with L. Lugo)	0.4
09/29/22	P Rizk	Revise template PPOA agreement to widen scope that includes proponent's responsibility to takeover interconnection [2.0 hours]; partially update two checklists for shovel-ready projects [1.0 hours]; Coordinate with S.Martin and M.Cadavid regarding updating and managing deliverables on RFP workstreams [.5 hours]	3.0
09/30/22	J Bowe	Teleconference with K. Futch regarding response to VPP proponent on GSA comments (0.2); discuss Tranche 2 document issuance with K. Futch (0.1)	0.3
09/30/22	S Martin	Attention to Tranche 1 RFP (review status of Proposal Security of all resource providers and Proponents and update tracker (1.7); prepare and distribute emails to proponents with non-compliant Proposal Security (0.9); coordinate update of trackers and timelines with P. Rizk (0.7)	3.3
09/30/22	P Rizk	Review and edit GSA document (multiple rounds) for Resource Provider and discuss comments with K.Futch [3.0 hours]; Meet with S.Martin to discuss performance and proposal securities, as well as other checklist and timeline deliverables [1.0 hours]	4.0

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Date	Timekeeper	Description	Hours
			65.5

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	9.9	1087.00	10,761.30
Silvia Martin	Associate	30.6	820.00	25,092.00
Philip Rizk	Associate	25.0	600.00	15,000.00
Total		65.5		50,853.30

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Task Summary

Task		Hours	Value
B803	Business Operations	40.5	35,853.30
B821	General Coporate Matters	25.0	15,000.00
Total		<u>65.5</u>	<u>50,853.30</u>

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
09/07/22	M Cadavid	Address question from PREPA re: whether K&S timekeeper was on list of approved timekeepers (0.3); review documents and invoices re: same (0.4)	0.7
09/22/22	M Cadavid	Call with T. Jenkins, K. Futch and C. Kalpakis re: April to March invoices and preparation of consolidated monthly fee statements (0.6); prepare initial draft of consolidated monthly fee statement (1.3)	1.9
			<hr/> 2.6

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Miguel Cadavid	Associate	2.6	730.00	1,898.00
Total		<hr/> 2.6		<hr/> 1,898.00

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Task Summary

Task		Hours
B812	Fee/Employment Applications	2.6
Total		<hr/> 2.6

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366002 Shovel-Ready PPOA Negotiation/Implementation
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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
09/16/22	K Futch	Review resource provider PPOA, CPs and interconnection progress and discuss next steps with PREPA.	1.0
09/22/22	K Futch	Prepare for and attend call regarding resource provider progress.	0.8
09/27/22	K Futch	Review status of resource provider progress (1.2). Discuss with LUMA (0.3). Prepare for and attend to call with resource provider (1.5).	3.0
			<hr/> 4.8

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	4.8	1009.00	4,843.20
Total		<hr/> 4.8		<hr/> 4,843.20

EXHIBIT G

October 2022 Detailed Time and Expense Records

See Attached.

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
10/03/22	S Martin	Attention to Tranche 1 RFP (review and revise first draft of amendment to PPOA to allow resource providers to construct the PREPA Interconnection Facilities)	1.5
10/03/22	P Rizk	Review and edit revised PPOA template (multiple rounds)	3.0
10/04/22	S Martin	Attend to Tranche 1 RFP, including prepare for and attend call with BESS Proponent (1.0), call with virtual power plant proponent (1.0)	2.0
10/05/22	S Martin	Attention to Tranche 1 RFP (commence to review and revise PPOA template and Appendix C in accordance with K. Futch instructions)	1.5
10/06/22	J Bowe	Review, comment upon text to be included in comments on draft PR SIP per Hogan Lovells request	0.5
10/06/22	S Martin	Attention to Tranche 1 RFP (prepare for and join call with PPOA and ESSA proponent and internal working follow-up call to review conclusions of the foregoing (0.9))	0.9
10/06/22	P Rizk	Review and edit checklist on bid bond expiration dates (2.0)	2.0
10/07/22	J Bowe	Participate in conference call regarding VPP GSA contract exceptions with Proponent representative, D. Zabala, S. Khan (S&L), D. Monasterio (LUMA) and K. Futch	1.5
10/07/22	S Martin	Attention to Tranche 1 RFP (compare interconnection facilities provision of updated PPOA template with PPOA templates of September 2021 and December 2021 (2.1); review and revise LUMA Construction Guidelines (3.4); review interconnection description and specifications previously deleted from PPOA to include in Appendix CC (2.2))	7.7
10/07/22	P Rizk	Review bid bonds in SharePoint and make notes on provisions that describe rights on expired bid bonds	2.0
10/08/22	J Bowe	Review reports regarding PREPA generation shortfalls following Hurricane Fiona	0.4
10/10/22	S Martin	Attention to Tranche 1 RFP (review status of proposal security (0.5); technical document distribution via Box (0.5); email distribution lists (0.4) and PowerAdvocate messages (0.9))	2.3
10/10/22	P Rizk	Meet with and discuss deliverables and questions regarding proposal securities with S.Martin and make appropriate changes to checklist	1.0
10/10/22	P Rizk	Prepare initial draft of task tracker to compare with S.Martin's edits and comments	1.0
10/11/22	J Bowe	Review resource provider's comments on draft Interconnection Agreement, respond to same (1.1); review resource provider	1.6

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Date	Timekeeper	Description	Hours
		comments on draft Interconnection Agreement and respond to same (0.5)	
10/11/22	S Martin	Attention to Tranche 1 RFP (review and revise appendices of PPOA template to implement Resource Provider construction of PREPA Interconnection Facilities (2.2); review and revise PPOA template and Appendix CC in accordance with K. Futch instructions (3.5); review and merge LUMA technical requirements with technical requirements previously deleted from Appendix I (Interconnection Description and Specifications) (2.0))	7.7
10/11/22	P Rizk	Prepare communication letter to interconnection proponents requesting deadline to elect option to construct interconnection facility; discuss edits with S.Martin	2.0
10/12/22	J Bowe	Participate in conference call with PREPA RE RFP Working Group members regarding status of interconnection discussions, open issues under GSA, status of interconnection studies for BESS facilities, other Tranche 1 contracting issues	1.2
10/12/22	J Bowe	Teleconference with J. Taylor regarding presentation to PREPA and LUMA on Inflation Reduction Act PTCs, ITCs and direct pay	0.2
10/12/22	J Bowe	Participate in conference call regarding VPP proponent exceptions to MTRs with K. Futch, D. Zabala and S. Khan (S&L), VPP proponent representatives, discuss need to demonstrate quality of inverter- derived data with VPP proponent	0.7
10/12/22	J Bowe	Conference call with F. Santos, R. Cruz regarding question whether delivery of LNG via vessel that originated in the DR would violate the Jones Act, consider same	0.5
10/12/22	S Martin	Attention to Tranche 1 RFP (prepare for and join weekly working group call (1.2); prepare for and join negotiation call with SunRun and LUMA (1.2); coordinate update of email distribution lists (0.4); update Task Tracker (2.1); prepare communication to remind Resource Providers and Proponents of deadline to respond to LUMA's option (0.8))	5.7
10/12/22	P Rizk	Attend weekly PREPA discussion call (1.2); coordinate with S.Martin and draft communication to Solar proponents of interconnection facility deadline (1.0)	2.2
10/13/22	S Martin	Attention to Tranche 1 RFP (correspondence with resource providers regarding deadline of Communication No. 16 (1.5); update Task Tracker per K. Futch instructions and distribute same (0.5); update PPOA Template and Appendix CC per K. Futch comments (3.3))	5.3

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Date	Timekeeper	Description	Hours
10/13/22	P Rizk	Review shovel-ready project deliverables in share point and document items to be needed/start building checklist and follow-up with M.Cadavid regarding projects	2.0
10/14/22	S Martin	Attention to Tranche 1 RFP (prepare for and join call with Resource Provider regarding option to construct PREPA Interconnection Facilities (2.1); compare with other precedents and revise warranty provision of Appendix CC (2.5))	4.6
10/17/22	J Bowe	Review, share announcement of Jones Act waiver for PR LNG and discuss with F. Santos (0.2); participate in conference call on interconnection issues with D. Zabala (S&L), F. Santos, K. Futch, S. Martin, P. Rizk (0.6)	0.8
10/17/22	J Bowe	Review draft letter to LUMA regarding transmission construction and proponent exercise of option regarding same	0.3
10/17/22	S Martin	Attention to Tranche 1 RFP (prepare for and participate in call to discuss interconnection options (1.5); prepare summary of next steps per the foregoing (0.7); review and revise PPOA template (1.5); prepare response to Resource Provider communication regarding expired proposal security (1.7); prepare communication for LUMA (1.9))	7.3
10/17/22	P Rizk	Draft and edit letter to proponent with S.Martin's comments on second turn (1.5); Draft and edit PREPA letter to LUMA with results of interconnection elections (1.5); PREPA call on interconnection options & next steps (.5)	3.5
10/18/22	S Martin	Attention to Tranche 1 RFP (correspondence with PREPA (0.4) correspondence with LUMA (0.6); correspondence with S&L (0.5); update PPOA template (4.1); correspondence with Resource Providers (1.1); prepare communication for Resource Provider (1.1))	7.8
10/19/22	J Bowe	Participate in PREPA-LUMA Tranche 1 RFP Working Group conference call on transmissions interconnection construction and related issues with F. Santos, D. Zabala (S&L), D. Hernandez, D. Monasterio (LUMA), K. Futch, S. Martin, P. Rizk	1.0
10/19/22	J Bowe	Review information on inverter-based measurement provided by VPP proponent	0.3
10/19/22	S Martin	Attention to Tranche 1 RFP (participate in weekly working group meeting (1.2); prepare communication for Resource Provider (0.9); coordinate updates to distribution lists (0.5); update SharePoint (1.1))	3.7
10/19/22	P Rizk	PREPA weekly discussion call (1.3); update task tracker and coordinate with S.Martin on any comments (1.0)	2.3
10/20/22	S Martin	Attention to Tranche 1 RFP (review PREB orders to identify stakeholder guidance on pricing threshold for T1 RFP (1.8);	7.7

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Date	Timekeeper	Description	Hours
10/20/22	P Rizk	prepare updated delays summary (3.7); update delays timeline presentation (1.1); update Proposal Security tracker (1.1) Update checklist on FOMB orders and resolutions (1.0); review FOMB published orders and resolutions for written communications on the 10.5 cent / kWh pricing threshold set for the solar projects in Tranche 1 (2.5); discuss review of orders and resolutions with S.Martin and discuss findings with K.Futch (1.5)	5.0
10/21/22	J Bowe	Review proponent comments on form of Interconnection Agreement, comment on same, return comments to K. Futch	1.5
10/21/22	J Bowe	Review of responses related to critical projects (0.2), respond to K. Futch regarding same (0.1)	0.3
10/21/22	S Martin	Attention to Tranche 1 RFP (review and revise PPOA template and Appendix C in accordance with K. Futch comments (3.8); participate on call to discuss FOMB form (0.9); correspondence with LUMA (0.2))	4.9
10/21/22	P Rizk	Draft and amend PREPA board resolution for updated PSA agreement with K&S (2.0)); proof updated resolution (.5)	2.5
10/22/22	J Bowe	Review pleadings filed in FERC Docket No. CP95-35 regarding limitation on operation of EcoElectrica and Costa Sur pertaining to LNG storage levels, incorporate points made in pleadings into form for submission of critical projects designation request to FOMB	0.4
10/22/22	J Bowe	Review reports regarding proposals for emergency generators and PREB denial of PREPA request on IRP amendment	0.2
10/23/22	S Martin	Attention to Tranche 1 RFP (prepare summary of key items and presentation for LUMA EPC review meeting (3.5))	3.5
10/23/22	P Rizk	Review proponent GSA (1.5); draft proponent GSA board resolution (2.0)	3.5
10/24/22	J Bowe	Review FOMB Priority Project Critical Projects process submission form and draft template for same addressing consistency of proposals with approved IRP	1.0
10/24/22	J Bowe	Identify passages from PREB IRP order addressing procurement needs to be satisfied by response described in FOMB process submission form	0.3
10/24/22	J Bowe	Teleconference with K. Futch regarding FOMB submission form inserts (0.1), status of discussions with VPP proponent (0.1)	0.2
10/24/22	J Bowe	Draft insert for FOMB process submission form, transmit same to K. Futch	0.6
10/24/22	S Martin	Attention to Tranche 1 RFP (update GSA, transfer memo and Board resolution (1.1); prepare first draft of GSA justification	3.3

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Date	Timekeeper	Description	Hours
		memo (2.2))	
10/24/22	P Rizk	Review and edit proponent GSA	1.0
10/25/22	J Bowe	Research analyses of Inflation Reduction Act and consolidate for presentation to PREPA and LUMA personnel and advisors	0.7
10/25/22	J Bowe	Complete preparation for presentation on energy tax credits enacted by IRA	0.5
10/25/22	J Bowe	Review FOMB submission form populated with PREPA supplied responses for use as template by proponents (0.2); review PREPA submissions to FERC and PREB relating to LNG and energy storage (0.3)	0.5
10/25/22	J Bowe	Prepare for conference call with PREPA and LUMA representatives on energy tax credits and incentives included in the Inflation Reduction Act	1.2
10/25/22	J Bowe	Prepare for presentation on IRRA and energy tax credits to PREPA and LUMA personnel and advisors	1.3
10/25/22	S Martin	Attention to Tranche 1 RFP (correspondence with PREPA (1.1); review form of bid bond for GSA (0.7); correspondence with PREPA advisors (0.3))	2.1
10/25/22	S Moon	Conference call with representatives from Puerto Rico Electric Power Authority, LUMA Energy, Sargent & Lundy to discuss various aspects of the Inflation Reduction Act	1.0
10/25/22	P Rizk	Update proponent GSA draft and proof document (1.0); draft and proof word version of Critical Projects Process form (2.5); participate in and draft summary of inflation reduction act meeting (1.0)	4.5
10/26/22	J Bowe	Telephone conference with K. Futch regarding current status of LUMA review and approval of GSA, transmission interconnection construction issues (0.3); conference call regarding same (0.3)	0.6
10/26/22	J Bowe	Participate in PREPA RE RFP Tranche 1 Working Group conference call to discuss interconnection issues, status of interconnection studies and responsibility for same, funding issues, issues relating to metering, need to revise GSA MTRs addressing IEEE requirements	1.0
10/26/22	J Bowe	Review MTRs in GSA to reflect C. Rivera comments, transmit to K. Futch (0.2); participate in conference call with F. Santos, C. Rivera, D. Zabala (S&L, K. Futch regarding changes to GSA	1.0
10/26/22	S Martin	Attention to Tranche 1 RFP (participate in weekly working group call (1.1); correspondence with PREPA (1.1); update SharePoint (0.8))	3.0
10/26/22	P Rizk	Participate in and draft summary of weekly working group meeting (1.0); Coordinate call for MTR compliance with proponent (.7)	1.0
10/27/22	J Bowe	Conference call with VPP Proponent, K. Futch to review	0.8

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Date	Timekeeper	Description	Hours
		presentation regarding metering of VPP Participant Resources, discuss same with Proponent representatives and K. Futch	
10/27/22	J Bowe	Emails regarding revisions to VPP Proponent presentation on metering and data verification	0.2
10/27/22	S Martin	Attention to Tranche 1 RFP (correspondence with Resource Providers (0.7); prepare first draft of communication for LUMA (2.3))	3.0
10/27/22	P Rizk	Coordinate MTR compliance call with revised times (.5)	0.5
10/28/22	S Martin	Attention to Tranche 1 RFP (coordinate strategy for update of PPOAs and ESSAs of Resource Providers and Proponents that accepted LUMA's option (1.1); correspondence with PREPA and advisors (0.6))	1.7
10/28/22	P Rizk	Call with K.Futch and S.Martin on PPOA amendments and other deliverables	1.0
10/30/22	J Bowe	E-mails from, to VPP Proponent, K. Futch regarding PREPA review of metering and data presentation	0.2
10/31/22	J Bowe	E-mails from, to F. Santos regarding distribution of critical projects FOMB template (0.1), from, to K. Futch regarding VPP proponent presentation on inverter-based metering and data verification (0.2)	0.2
10/31/22	J Bowe	Participate in call with F. Santos, D. Zabala (S&L), K. Futch regarding VPP proponent presentation on metering and data verification	0.4
10/31/22	S Martin	Attention to Tranche 1 RFP (correspondence with VPP proponents (0.3); review and research PREPA communications to LUMA regarding interconnection issues (0.4))	0.7
10/31/22	P Rizk	Coordinate rescheduling of MTR compliance meeting (.5); update proponent GSA with K.Futch and J.Bowe edits (2.0)	0.5
			<hr/> 151.5

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	22.1	1087.00	24,022.70
Silvia Martin	Associate	87.9	820.00	72,078.00
Sue Moon	Associate	1.0	670.00	670.00
Philip Rizk	Associate	40.5	600.00	24,300.00
Total		<hr/> 151.5		<hr/> 121,070.70

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Task Summary

Task		Hours	Value
B803	Business Operations	110.0	96,100.70
B821	General Coporate Matters	40.5	24,300.00
B827	Tax Matters	1.0	670.00
Total		<hr/> 151.5	<hr/> 121,070.70

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
10/03/22	K Futch	Attend to Tranche 1 RFP, including reviewing & revising PPOA template updates for interconnection changes (2.5), coordinating interconnection and other technical calls (1.0), attending to interconnection issues of greenfield project (0.5), and finalizing GSA (3.1).	7.1
10/04/22	K Futch	Attend to Tranche 1 RFP, including preparing timeline for RFP and summary of all delays (3.7), coordinating meetings for Tranche 1 proponents (0.7), and reviewing and revising GSA (2.0).	6.4
10/05/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend call with working group (1.5) and call on RFP coordinate (1.0), review template PPOA updates (1.0), draft emails to proponents (0.5), review and revise draft language for PR Department of Natural and Environment Resources Proposed State Implementation Plan (3.3).	7.3
10/06/22	K Futch	Attend to Tranche 1 RFP, including revising draft language for Proposed State Implementation Plan (1.0), draft emails to proponents (0.5), review S&L contract for interconnection support (0.5), coordinate MTR call (0.5), review and revise GSA (4.5), and coordainte GSA call (0.5).	7.5
10/07/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend call with BESS Proponent (1.0), prepare for and attend to call with virtual power plant proponent (1.8), update GSA following call (1.0), review and update template PPOA (2.0), coordinate review of Resource Provider feedback with S&L (0.5), draft email to follow up on MTR issue with LUMA (0.2).	6.5
10/10/22	K Futch	Attend to Tranche 1 RFP, including review board documentation related to PPOA presentation (1.0), review slides for dispatch center presentation (1.0), review MTR & safety meeting comments (0.5) and draft email to proposnent on MTR issues (0.2), review updated PPOA (2.0) and draft comments on PPOA (2.0) and follow up on GSA issues (0.5).	7.2
10/11/22	K Futch	Attend to Tranche 1 RFP, including preparation for call on PPOA contract (1.0), coordinating GSA meeting (0.5), review comments on interconnection agreement from proponent 1 (1.0) and proponent 2 (0.5) and draft email to LUMA (0.2), draft comments on GSA and send to S&L (1.6), review clarification letter from proponent (0.5), attend to proponent emails on	7.3

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Date	Timekeeper	Description	Hours
		substation visits (0.5), review comments on PPOA template (1.0) and draft comments on mark-up (0.5).	
10/12/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend call on PPOA contract (1.0), draft modified slides on dispatch center (0.5), prepare for and attend working group call (1.5), prepare for and attend VPP call (1.2), review updated task tracker (0.5), attend to and review letter on emergency deliveries of LNG (1.0), review and revise GSA following meeting (1.5) and review emails on substations for renewable projects (0.5).	7.7
10/13/22	K Futch	Attend to Tranche 1 RFP, including inquiries from proponent regarding S&L (0.5), summary of RFP scope of work and implications for future tranches (1.0), review of email and follow-up on payment for studies (0.5), follow-up on communication 16 (0.5), review of comments from proponent on interconnection agreement (1.0), review and revise PPOA template for interconnection issues (4.0).	7.5
10/14/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend call on PPOA contract (2.1), review GSA metering response from proponent (0.5) and draft emails on GSA metering issues (1.0), draft email to proponent on interconnection option (0.5), follow up on proponent slides related to MTRs (0.3), correspond with proponent on interconnection study invoices (0.5), review responses from proponents on interconnection options (0.8), review slides from proponent on MTRs (0.3), review warranty provisions in PPOA template and compare with precedents (1.0).	7.0
10/17/22	K Futch	Attend to Tranche 1 RFP, including amendment updates (2.1), GSA updates (1.7), prepare for and attend to call on interconnection options (1.0), review of proponent responses to interconnection options (0.8), prepare and send letter summarizing responses (1.5).	7.1
10/18/22	K Futch	Attend to Tranche 1 RFP, including updating GSA (3.6), updating template amendment (2.0) and coordinating review by S&L (0.5).	6.1
10/19/22	K Futch	Attend to Tranche 1 RFP, including review and preparing comments on GSA updates (4.0), preparing for and attending to working group call (1.5), drafting emails on proponent invoices (0.5), coordinating review of resource provider proposal (0.5), and review of interconnection agreement comments (0.5).	7.0
10/20/22	K Futch	Attend to Tranche 1 RFP, including drafting timeline of RFP (1.0), preparing slides to summarize delays (1.5), updating PREPA schematics (0.5), drafting cover email to PREPA (0.5),	6.8

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Date	Timekeeper	Description	Hours
		updating GSA exceptions (1.3), and preparing board documents (2.0)	
10/21/22	K Futch	Attend to Tranche 1 RFP, including drafting board documents (transmittal memo, board resolution and execution copy) for GSA (3.3), preparing responses for FOMB critical project form (2.0) and finalizing GSA (2.8).	8.1
10/24/22	K Futch	Attend to Tranche 1 RFP, including review and revise GSA (2.0), draft and revise FOMB process submission form (2.0), review of proponent bond form (0.1), and draft and revise GSA board documentation (3.0).	7.1
10/25/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend call on inflation reduction act (1.0), review updated task tracker and follow up on outstanding items (1.0), review responses from proponent on GSA and further revise draft (2.0), draft response to proponent on critical projects (0.5), follow up on Aguirre letter (0.2) and draft related email (0.5), and review and revise pre-filled answers for critical projects form (2.0).	7.2
10/26/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend working group call (1.5), prepare for and attend VPP contract call (1.5), finalize pre-filled responses for critical project form (0.5), coordinating call on sectionalizers (0.5), draft email on potential solar project (0.5), review and attend to metering questions for VPP (0.5), draft email on task tracker (0.2), review mark-up of GSA (0.8), finalize PPOA mark-up (1.0), and draft email on inverters to PREPA (0.5).	7.5
10/27/22	K Futch	Attend to Tranche 1 RFP, including call with VPP proponent on metering issues (0.8), emails relating to VPP metering issues (0.3), review draft communication to LUMA (1.0), review slide deck from VPP proponent (0.5), coordinate update of ESSAs for 6 projects (0.5), draft summary of metering scheme slides for PREPA (0.9), review and revise GSA for metering issue (1.5), review emails related to kick-off meeting on interconnection contracts (0.5) and attend to ESSA updates (0.6).	6.6
10/28/22	J Bowe	E-mails regarding review of VPP Proponent slides (0.1); review and revise Ankura revisions to FOMB critical project submission template (0.7)	0.8
10/28/22	J Bowe	E-mails from, to K. Futch, VPP Proponent regarding review of slides on metering and data verification	0.2
10/28/22	J Bowe	Discuss FOMB Critical Project submission form, status of discussion regarding VPP Proponent presentation on metering and data transfers with K. Futch	0.4
10/28/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend call	6.8

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Date	Timekeeper	Description	Hours
		on PPOA amendment (1.0), coordinate interconnection meetings (0.5), review Ankura responses on critical projects form and incorporate into draft (1.5), review email on kick-off meetings for interconnection (0.5), review letter from proponent on PIF construction (0.5) and review and revise PPOA and ESSA templates for interconnection issues (2.8).	
10/31/22	K Futch	Attend to Tranche 1 RFP, including prepare for and attend call on VPP inverters (0.5), review P3A approval letter for solar PPOAs and consider impact on ESSAs (0.5), draft emails on GSA metering (0.5) and filing with PREB (0.5), and review updated GSA (0.9) and revise further (1.0).	3.9
			<hr/> 147.1

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	1.4	1087.00	1,521.80
Kevin Futch	Counsel	145.7	1009.00	147,011.30
Total		<hr/> 147.1		<hr/> 148,533.10

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Task Summary

Task		Hours	Value
B803	Business Operations	147.1	148,533.10
Total		147.1	148,533.10

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
10/24/22	M Cadavid	Review draft monthly consolidated fee summary for April to August (0.3); attention to emails with K&S finance group and S. Schofield re: same as well as PREPA invoices (0.3)	0.6
10/25/22	M Cadavid	Call with S. Schofield to discuss monthly fee statements and 2nd fee application (0.7); attention to emails with K&S finance folks re: same and consolidated monthly fee statement for April to August (.4)	1.1
10/25/22	S Schofield	Call with M. Cadavid re: preparation of monthly fee applications	0.4
10/25/22	S Schofield	Confirm that all timekeepers are approved correspond internally re: hourly rates for preparation of first monthly fee statement	0.4
10/25/22	S Schofield	Draft first monthly fee statement	2.9
10/26/22	S Schofield	Review final invoices for attachment to monthly fee application	0.2
			<hr/> 5.6

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Miguel Cadavid	Associate	1.7	730.00	1,241.00
Sarah Schofield	Associate	3.9	600.00	2,340.00
Total		<hr/> 5.6		<hr/> 3,581.00

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Task Summary

Task		Hours
B812	Fee/Employment Applications	5.6
Total		<hr/> 5.6

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
10/12/22	J Bowe	Research draft letter addressing question on Jones Act	0.9
10/12/22	J Bowe	Draft letter addressing Jones Act question	0.5
10/12/22	J Bowe	Discuss fuel delivery issues and plant dispatch challenges relating to same with F. Santos, D. Zabala (S&L), K. Futch, D. Lang (0.3) research Jones Act cases in order to respond to R. Cruz, F. Santos question regarding Jones Act implications of receiving LNG (0.5)	0.8
10/12/22	J Bowe	Complete research and proofread letter regarding deliveries of LNG (0.5), discuss same with K. Futch (0.3)	0.8
10/12/22	D Lang	Discuss Naturgy shortfall issues with J. Bowe (0.6); review Naturgy GSPA regarding same (1.1); review J. Bowe memorandum regarding Jones Act issues related to replacement LNG (0.4)	2.1
			<hr/> 5.1

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	3.0	1087.00	3,261.00
David Lang	Partner	2.1	1013.00	2,127.30
Total		<hr/> 5.1		<hr/> 5,388.30

EXHIBIT H

November 2022 Detailed Time and Expense Records

See Attached.

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
11/01/22	J Bowe	Participate in conference call with VPP Proponent representative, D. Zabala (S&L), K. Futch regarding LUMA position on VPP data verification	0.3
11/01/22	J Bowe	Prepare for, participate in conference call regarding VPP metering and data reporting through inverters with LUMA representatives (D. Hernandez, L. Wood, D. Monasterio, F. Verges), D. Zabala (S&L), K. Futch	0.7
11/01/22	S Martin	Attention to Tranche 1 RFP (update PPOA template for distribution to LUMA (0.9); update Task Tracker (0.5); prepare first draft of open issues list of bespoke ESSA (0.9)	2.3
11/01/22	P Rizk	Edit task tracker [1.0 hours]; coordinate MTR compliance meeting [.5 hours], review GSA [.5 hours]; proof and edit proponent PPOAs [2.0 hours]	4.0
11/02/22	J Bowe	Review, sign off on revisions to form of GSA to address LUMA comments responding metering through inverters and need for regular data verification	0.3
11/02/22	S Martin	Attention to Tranche 1 RFP (revise bespoke PPOAs for LUMA's option update (2.5))	2.5
11/02/22	P Rizk	PREPA weekly call [1.5 hours]; update proponents PPOAs with interconnection updates [8.0 hours]; update task tracker [.5 hours]	10.0
11/03/22	J Bowe	Review press announcement regarding selection of VPP proponent (0.1); review announcement of DOE grid restoration coordinator (0.2)	0.3
11/03/22	S Martin	Attention to Tranche 1 RFP (correspondence with Resource Providers (1.1))	0.8
11/03/22	P Rizk	Review and revise proponent PPOAs with S.Martin's comments [4.0 hours]; revise 3 additional proponent PPOAs [3.0 hours]; revise task tracker [.5 hours]	7.5
11/04/22	J Bowe	Review, sign off on message to F. Santos regarding forms of contract and need to revise in light of IRA	0.2
11/04/22	S Martin	Attention to Tranche 1 RFP (commence to review bespoke PPOAs updated by P. Rizk (1.1))	1.1
11/04/22	P Rizk	Review proponent PPOAs [2.0 hours]; edit two additional proponent PPOA [3.0 hours];	5.0
11/07/22	S Martin	Attention to Tranche 1 RFP (review and revise form of standby letter of credit of Tranche 1 RFP (0.9); review and update four bespoke PPOAs (7.5); coordinate LUMA's access to Box folders (0.7);	9.1
11/07/22	P Rizk	Meet with K&S team regarding deliverables [1.0 hours]; review and proof proponent PPOAs with S.Martin's comments [5.0	7.5

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Date	Timekeeper	Description	Hours
		hours]; draft letter responding to proponent price increase request [1.0 hours]; coordinate MTR compliance call for proponent [.5 hours]	
11/08/22	J Bowe	Review NFE letter regarding dispute on ACQ and ADP under FSPA, consider same	0.2
11/08/22	S Martin	Attention to Tranche 1 RFP (review and update bespoke PPOA (1.5))	1.5
11/08/22	P Rizk	Edit 5 remaining PPOAs with S.Martin's comments and proof documents [10.0 hours]; coordinate and schedule compliance call [.5 hours]	10.5
11/09/22	S Martin	Attention to Tranche 1 RFP (review and update five bespoke PPOAs (5.5); update PPOA template in accordance with K. Futch comments (2.6))	8.1
11/09/22	P Rizk	Finish reviewing proponent PPOA with S.Martin's comments [1.5 hours]; take notes on weekly working group meeting [.9 hours]; meet with S.Martin [.8 hours]; review and edit PPOAs [4.0 hours]	7.2
11/10/22	J Bowe	E-mail from D. Hernandez (LUMA) regarding transmission interconnection responsibility (0.2); response to K. Futch request for comment on message to F. Santos on proponent proposals to up-size projects (0.2)	0.2
11/10/22	J Katz	Review warranty provisions of First Amended and Restated PPOA Template	0.8
11/10/22	S Martin	Attention to Tranche 1 RFP (call with D. Monasterio to review accurate transfer of LUMA interconnection studies (1.4); download and organize interconnection studies for distribution to Resource Providers and Proponents via Box (4.1); review and upload interconnection studies in SharePoint (1.5); update amended and restated PPOA warranty provisions in accordance with J. Katz and K. Futch comments (2.1))	9.1
11/10/22	P Rizk	Update and circulate task tracker [1.0 hours]; proponent compliance meeting [.3 hours]; meet with S.Martin [.5 hours]; coordinate schedule for multiple calls with proponents [.5 hours]; organize and upload interconnection studies [3.5 hours]	5.8
11/11/22	S Martin	Attention to Tranche 1 RFP (prepare draft emails for communicate to Resource Providers and Proponents distribution of LUMA's interconnection studies (1.1); organize and upload additional information received from LUMA to Box and SharePoint (1.1); correspondence with Resource Providers (0.7))	2.9
11/11/22	P Rizk	Meet with S.Martin [.5 hours]; schedule MTR compliance call with proponent [.5 hours]; organize and download interconnection studies [2.5 hours]; distribute interconnection studies to proponents [2.5 hours]	6.0
11/14/22	J Bowe	Conference call with F. Santos and D. Zabala (S&L), K. Futch regarding LUMA position on Proponent development of	0.5

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Date	Timekeeper	Description	Hours
		interconnection facilities	
11/14/22	S Martin	Attention to Tranche 1 RFP (participate in call with solar Resource Provider (1.1); update communication for LUMA (0.7))	1.8
11/14/22	P Rizk	Update 9 PPOAs with K.Futch's comments [7.0 hours]; coordinate MTR compliance meeting [.5 hours]	7.5
11/15/22	J Bowe	Participate in conference call with F. Santos, D. Zabala (S&L), LUMA representatives (D. Monasterio, D. Hernandez), K. Futch regarding approaches to interconnection agreement construction and possible waiver of LDs to accommodate LUMA delays	0.9
11/15/22	J Bowe	Teleconference with K. Futch regarding risks of LUMA delay in interconnection construction and PREPA position on same, possible positions PREPA might take regarding same	0.6
11/15/22	S Martin	Attention to Tranche 1 RFP (update ESSA (Standalone) template for Resource Provider's accepting LUMA's option)	3.5
11/15/22	P Rizk	Coordinate and schedule compliance, interconnection option, and study results calls with several proponents [2.0 hours]; update PPOAs [2.0 hours]	4.0
11/16/22	P Rizk	Update proponent ESSAs [5.0 hours]; coordinate study results, interconnection option and MTR compliance calls [2.0 hours]	7.0
11/17/22	J Bowe	Review analysis of legality of LUMA OMA, press reports regarding same	0.2
11/17/22	S Martin	Attention to Tranche 1 RFP (update bespoke ESSAs (2.3); monitor PowerAdvocate and update SharePoint (1.1); correspondence with BESS resource providers (0.8); coordination of update of email distribution lists (0.5); coordinate distribution of communication via PowerAdvocate (0.6))	5.3
11/17/22	P Rizk	Meet with S.Martin on ESSA updates and MTR compliance and study results calls [.8 hours]; proponent meeting [.5 hours]; review, edit and distribute LCOS calculation letter to proponents [1.0 hours]; review template PPOA opinion draft [1.0 hours]; organize and coordinate calls with proponents [2.0 hours]; update proponent ESSAs [2.0 hours]; proponent meeting [.5 hours]	7.8
11/18/22	J Bowe	Review D. Zabala e-mail summarizing interconnection construction responsibility issue and LUMA response regarding same, comment on same	0.3
11/18/22	J Bowe	Participate in PREPA Tranche 1 RFP Working Group conference call with representative of LUMA Energy (D. Hernandez, D. Monasterio), S&L (D. Zabala, K. Reyes, T. Cavalcante, M. Thibodeau), F. Santos, K. Futch, P. Rizk, M. Vazquez (D&V)	1.1
11/18/22	S Martin	Attention to Tranche 1 RFP (prepare first draft of letter for LUMA (3.7))	3.7

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Date	Timekeeper	Description	Hours
11/18/22	P Rizk	PREPA weekly group call [1.3 hours]; Call with proponent on interconnection approach [.5 hours]; call with S.Martin and K.Futch on deliverables [.5 hours]; schedule calls with proponents [1.5 hours]; update letter on LCOS calculation and coordinate with Lourdes [1.0 hours]	4.8
11/28/22	P Rizk	Update PPOA amendments [1.0 hours]; update and coordinate distribution of LCOS letter [1.0 hours]	2.0
			<hr/> 154.9

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	5.8	1087.00	6,304.60
Jonathan Katz	Partner	0.8	1009.00	807.20
Silvia Martin	Associate	51.7	820.00	42,394.00
Philip Rizk	Associate	96.6	600.00	57,960.00
Total		<hr/> 154.9		<hr/> 107,465.80

Expenses Incurred

11/23/22	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 000000A8138R-492DDFI DATE: 12/3/2022 Att. Francisco Santo - Autoridad de Energia Electrica - Santurce - PR	40.61
Total Expenses		<hr/> 40.61

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Task Summary

Task	Hours	Value
	0.6	652.20
B803 Business Operations	57.7	48,853.60
B821 General Coporate Matters	96.6	57,960.00
Total	<hr/> 154.9	<hr/> 107,465.80

EXHIBIT I

December 2022 Detailed Time and Expense Records

See Attached.

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
11/21/22	P Rizk	Schedule and organize meetings [1.0 hours]; Prepare PPOA amendments [1.0 hours]; meeting with proponent on capacity increase[.8 hours]	2.8
11/22/22	P Rizk	Amend PPOA amendments with K.Futch comments	2.0
12/07/22	P Rizk	Review and update four ESSAs	4.5
12/09/22	P Rizk	Proof PREPA PPOAs for MW change for two PPOAs	1.0
12/14/22	P Rizk	Review and comment on proponent letter of credit	1.0
12/16/22	P Rizk	Revise and review three proponents' ESSAs	4.0
12/19/22	K Futch	Attention to Tranche 1 RFP, including reviewing an updating ESSAs (4.0), reviewing comments on letter of credit (0.5), and prepare amended PPOAs for two projects (2.6).	7.1
12/20/22	K Futch	Attention to Tranche 1 RFP, including drafting motion on GSA submission (5.8) and attending to filing process (.9).	6.7
12/21/22	K Futch	Attention to Tranche 1 RFP, including drafting repsonses to FOMB critical project designation forms (5.0) and coordinating with proponents (1.2).	6.2
12/22/22	K Futch	Attention to Tranche 1 RFP, including review of interconnection agreement comments with LUMA (1.0), prepare letter on price increases (0.5), review proponent MTR comments and coordinate meeting (1.0), and review and comment on redlines of PPOAs for construction guidelines (4.0).	6.5
12/23/22	K Futch	Attention to Tranche 1 RFP, including drafting email on requested capacity increases (1.5), paritipate in calls with proponents on MTRs and interconnection options (2.0), review PPOA template for construction guidelines (3.8).	7.3
12/26/22	K Futch	Attention to Tranche 1 RFP, including drafting and reviewing response to PREB (5.5) and reviewing seven ESSAs for revisions for LUMA's interconnection option changes. (4.4.).	9.9
12/27/22	K Futch	Attention to Tranche 1 RFP, including drafting and reviewing response to PREB (4.1), response to proponent (1.9), seven ESSAs (4.0) and amendments to signed PPOAs (1.7).	11.7
12/28/22	K Futch	Attention to Tranche 1 RFP, including drafting letter to proponents on LCOS calculations (1.4), review and revise legal opinion on enforceability of Tranche 1 contracts (2.0), review and draft email related to MTR and single line diagrams (1.0)	11.4

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Date	Timekeeper	Description	Hours
		and review updates for to nine PPOAs to accommodate LUMA's interconnection changes (7.0).	
12/29/22	K Futch	Attention to Tranche 1 RFP, including finalizing and distributing amended and restated nine PPOAs to Tranche 1 solar projects (6.5) and preparing update to PREB on battery projects (4.4).	10.9
12/29/22	P Rizk	Proof draft motion	1.0
12/30/22	K Futch	Attention to Tranche 1 RFP, including reviewing and revising motion for PREB on battery projects (4.0), attending to proponent inquiries on interconnction (0.6), and revising ESSA amendments 4.0).	8.6
12/31/22	K Futch	Attention to Tranche 1 RFP, including reviewing and revising informative motion (4.0), revising seven ESSA amendments (6.5), coordinating LCOS review (0.5), and tweaking PPOA amendments for LUMA comments (0.6).	11.6
			<hr/> 114.2

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	97.9	1009.00	98,781.10
Philip Rizk	Associate	16.3	600.00	9,780.00
Total		<hr/> 114.2		<hr/> 108,561.10

Expenses Incurred

12/09/22	Document Delivery - VENDOR: United Parcel Service (KY) INVOICE#: 000000A8138R-502DDFJ DATE: 12/10/2022 - KING & SPALDING LLP - NEW YORK - NY	24.54
Total Expenses		<hr/> 24.54

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Task Summary

Task		Hours	Value
B803	Business Operations	113.2	107,961.10
B821	General Coporate Matters	1.0	600.00
Total		<u>114.2</u>	<u>108,561.10</u>

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
12/16/22	M Cadavid	Review and provide comments to draft consolidated monthly statement (0.4); attention to emails with S. Schofield re: same as well as invoices for October and November (0.3); review PREPA bankruptcy docket and Fee Examiner report re: status of First Fee Application (0.7)	1.4
			<hr/> 1.4

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Miguel Cadavid	Associate	1.4	730.00	1,022.00
Total		<hr/> 1.4		<hr/> 1,022.00

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Task Summary

Task		Hours
B812	Fee/Employment Applications	1.4
Total		<hr/> 1.4

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 366004 NFE/San Juan 5&6
 01/19/23

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
12/16/22	J Bowe	Teleconference with A. Diaz regarding PREPA - NFE contract	0.5
12/16/22	J Bowe	E-mail to A. Diaz, M. Vazquez regarding call with NFE representative addressing NFE FSPA questions	0.4
12/16/22	J Bowe	Teleconference with A. Diaz (Diaz & Vazquez) regarding NFE (0.5); telephone conference with B. McElmurray (NFE) regarding same (0.3); e-mail A. Diaz regarding same (0.2)	1.0
12/17/22	J Bowe	Conference call with A. Diaz, M. Vazquez (Diaz & Vazquez) regarding PREPA - NFE Fuel Supply Agreement issues	0.8
12/20/22	J Bowe	Teleconference with A. Diaz regarding NFE	0.3
12/21/22	J Bowe	Call NFE representative regarding FSPA	0.2
12/21/22	J Bowe	Teleconference with B. McElmurray (NFE) (0.2), e-mail A. Diaz regarding same (0.1)	0.3
12/22/22	J Bowe	E-mails from, to A. Diaz (D&V) regarding discussion with NFE	0.1
			<hr/> 3.6

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	3.6	1087.00	3,913.20
Total		<hr/> 3.6		<hr/> 3,913.20

EXHIBIT J

January 2023 Detailed Time and Expense Records

See Attached.

KING & SPALDING

FEDERAL I.D. 58-0520153

Remit To:
King & Spalding LLP
P.O. Box 116133
Atlanta, GA 30368-6133

By Wire: Truist Bank (formerly SunTrust Bank)
ABA: 061 000 104
SWIFT: SNTRUS3A
USD Account: 88003 12475
Account Name: King & Spalding

Puerto Rico Electric Power Authority

Invoice No.	10594280
Invoice Date	02/09/23
Client No.	26318
Matter No.	366011

RE: Fee Applications - Off Shore
Client Matter Reference: 2023-P00020

For questions, contact:
Steve Kupka 1 202 626 5518

For Professional Services Rendered through 01/31/23:

Fees	\$	6,263.50
Total this Invoice	\$	6,263.50

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
01/26/23	A Steinberg	Review memorandum from Fee Examiner regarding post-hearing briefing/fee review process	0.2
01/29/23	A Steinberg	Correspondence with S. Davidson regarding fee examiner memorandums and fee application guidelines	0.3
01/30/23	M Cadavid	Review Fee Examiner memorandum and latest report for Feb. 1st omnibus hearing (0.4); call with K. Boucher (Fee Examiner's counsel) re: same and 1st K&S Fee Application (0.3); pull and send A. Steinberg and S. Davidson documents relevant to K&S fee applications and Fee Examiner guidelines/correspondences (0.3); discussion with S. Davidson re: status of fee application process (0.3); call with A. Steinberg and S. Davidson re: same (0.4); attention to emails with Fee Examiner to coordinate meeting with K&S (0.3); draft and send email to S. Schofield re: details and relevant content to listen for in Omnibus hearing (0.3)	2.2
01/30/23	S Davidson	E-mails with M. Cadavid regarding compensation procedures (.4); review interim compensation order and related compensation materials (.8); conference call with A. Steinberg and M. Cadavid regarding status of first interim fee application and fees incurred after that time (.5); e-mails with PREPA team regarding status of fee related matters (.4); e-mails with M. Cadavid regarding same (.5); review e-mails from Fee Examiner (.2)	2.8
01/31/23	S Schofield	Correspond with M. Cadavid re: fee application hearing on 2/1 (0.2)	0.2
			<hr/> 5.7

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Arthur Steinberg	Partner	0.5	1375.00	687.50
Scott Davidson	Counsel	2.8	1375.00	3,850.00
Miguel Cadavid	Associate	2.2	730.00	1,606.00
Sarah Schofield	Associate	0.2	600.00	120.00
Total		<hr/> 5.7		<hr/> 6,263.50

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Task Summary

Task	Hours
B804 Case Administration	0.3
B812 Fee/Employment Applications	5.4
Total	<hr/> 5.7

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
01/09/23	K Futch	Attend to Tranche 1 RFP, including draft response on implementation report (1.9), review and draft emails on non-refundable fees (1.1), review proponent BESS project and PPOA status (0.9), and review and revise PPOA amendments (3.4).	7.3
01/10/23	K Futch	Attend to Tranche 1 RFP, including draft letter on initial ESSAs to FOMB (5.2), draft email on non-refundable fee to proponent (0.6), and attend to PPOA and ESSA amendments (2.8).	8.6
01/11/23	K Futch	Attend to Tranche 1 RFP, including review LUMA interconnection agreement changes (1.1), coordinate submission of GSA to FOMB (0.9), prepare for and attend to working group call (2.8), and review and revise PPOA and ESSA amendments (4.3).	9.1
01/12/23	K Futch	Attend to Tranche 1 RFP, including discuss PPOA amendments with proponent (0.4), revise responses to implementation report (4.1), review FOMB approval of BESS (0.9), discuss administrative expense language with proponent counsel (0.6), draft email on letter of credit questions (0.4), and review and revise PPOA and ESSA amendments (1.1).	7.5
01/13/23	K Futch	Attend to Tranche 1 RFP, including follow up on MTR compliance issues for multiple proponents (0.7), prepare for and attend PREPA and Pattern interconnection meeting (1.9), review proposal security issues (0.6), coordinate calls with resource providers (0.4), follow up on discharge efficiency issue (0.7), and review and review amendments for Tranche 1 (2.9).	7.2
01/14/23	K Futch	Draft email to FOMB counsel on administrative expenses (0.4). Discuss with PREPA team (0.4).	0.8
01/17/23	K Futch	Attend to Tranche 1 RFP, including preparing for and participating in pricing discussion (2.4), review and revise ESSAs (4.7), review and revise proposal security (0.4), coordinate with Prosskauer on administrative expense issue (0.3), and draft email to resource provider on technical details of agreements (0.4).	8.2
01/18/23	K Futch	Attend to Tranche 1 RFP, including preparing for and participating in call with Prosskauer on administrative expense issue (0.6), preparing for and participating in working group call (2.4), review and revise project matrix (0.9), draft and revise	8.9

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Date	Timekeeper	Description	Hours
		letter to resource provider (3.1), draft email to resource provider on interconnection options (0.4), call with resource provider on tranche 1 (0.6), coordinate with LUMA on proponent calls (0.7), and review emails from proponents on interconnection (0.2).	
01/19/23	K Futch	Attend to Tranche 1 RFP, include review and revise letter to proponent (1.8); review and revise closing chart (1.4); review and revise task tracker (1.1), review and revise letter of credit issues for resource provider (0.3), follow up with resource providers on bid bonds (0.7), attend to GSA submission to FOMB (1.2), coordinate meeting with resource provider on technical options (0.4), and review and coordinate with LUMA on MTR compliance issues from resource provider. (0.4)	7.3
01/20/23	K Futch	Attend to Tranche 1 RFP, include prepare letter to FOMB on administrative expense issue (1.9), review and revise closing process materix (1.1), review and revise updates to proponent PPOA (2.2), coordinate MTR review for proponent submission (0.4), coordinate proposal security extensions with proponents (0.9), and review milestones and certificate responsibility under PPOAs in preparation of meeting with LUMA (1.1).	7.6
01/23/23	K Futch	Attend to Tranche 1 RFP, including review letter from proponent on pricing (0.4), call on pricing and other issues (0.4), draft email to D&V on PREB meeting (0.7), review and revise proponent PPOAs and ESSAs (4.2), review proposal security (0.3), coordinate MTR review (0.5), review and comment on feedback on letter of credit (0.7), and review and coordinate on task tracker with P. Rizk (0.5).	7.7
01/24/23	K Futch	Attend to tranche 1 RFP, including call on LUMA/PREPA roles and responsibilities (1.2), revise letter to proponent (3.2), review letter from proponent on interconnections (0.7) and review and revise PPOA and ESSA modifications (2.4).	7.5
01/25/23	K Futch	Attend to tranche 1 RFP, including prepare for and attend to working group meeting (2.9), review and revise communications with proponents on securities, meetings and tasks (1.1), review closing date tracker (0.3), review and coordinate delivery of interconnection studies (0.6), discuss administartive expense issue and legal opinion with proponent counsel (0.4), review letter from proponent on FOMB approval and coordinate review (0.7), review and revise PPOA and ESSA amendments (2.4).	8.4
01/26/23	K Futch	Attend to call on issues causing tranche 1 delays (1.2), review and revise task tracker (0.3), review and revise emails to	11.2

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Date	Timekeeper	Description	Hours
		proponents (0.6), prepare presentations on issues related to new genco and RFP (4.9), coordinte with LUMA on interconnection agreement (0.3), review DOE issues list (1.1), review and revise PPOA for proponent feedback on construction guidelines (2.8).	
01/27/23	K Futch	Attend to tranche 1 RFP, including review and revise PPOAs (2.7), prepare and revise slide deck for PREB meeting (4.8), prepare for and attend call on PREB meeting (2.2), review and update project matrix (0.3), and review land issue for proponent (0.4).	10.4
01/29/23	K Futch	Prepare and revise presentation for Energy Bureau (3.4) and call on FOMB admin expense issue (0.3).	3.7
01/30/23	K Futch	Attend to Tranche 1 RFP, including comments from DOE on PPOAs (1.2), studies related to change in POI (0.3), FOMB filing of GSA (0.7), call regarding PREB meeting (0.3), and prepare for and participate in meeting with PREB (3.6).	6.1
01/31/23	K Futch	Attend to Tranche 1 RFP, including MTR compliance issues (0.4), review and revise letter to LUMA (1.8), call on cost overruns (0.2), call on extensions of time (0.3), review and discuss project matrix and status (0.9), attend proponent call (0.8), review feedback on interconnection agreement (0.5), review and revise draft amendments for resource provider (2.1), and follow up on FOMB admin. expense issue (0.2).	7.2
			<hr/> 134.7

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Kevin Futch	Counsel	134.7	1009.00	135,912.30
Total		<hr/> 134.7		<hr/> 135,912.30

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Task Summary

Task		Hours	Value
B803	Business Operations	134.7	135,912.30
Total		134.7	135,912.30

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PROFESSIONAL SERVICES

Date	Timekeeper	Description	Hours
01/01/23	J Bowe	Review draft PREPA Informative Motion on BESS projects (0.4), LUMA filed Informative Motion (0.6) and respond to K. Futch e-mail regarding same (0.2)	1.2
01/01/23	K Futch	Review informative motion regarding BESS interconnection studies.	0.4
01/02/23	K Futch	Review, revise and finalize informative motion on BESS, including comments from J. Bowe.	4.2
01/03/23	J Bowe	E-mails from, to F. Santos, K. Futch, M. Vazquez (D&V) regarding LUMA Informative Motion addressing Tranche 1 BESS projects	0.2
01/03/23	J Bowe	Review, respond to K. Futch e-mail regarding need for FOMB input on LCOS levels it will accept	0.2
01/03/23	K Futch	Attend to Tranche 1 RFP, including review letter from AES on interconnections (0.6), review and revise informative motion (4.1), review emails on status of T1 contracts (0.9), revising interconnection amendments (2.1), and review task tracker (0.4).	8.1
01/04/23	J Bowe	Review revised T1 Task Tracker (0.1), K. Futch email adding same (0.1)	0.2
01/04/23	J Bowe	Review agenda for PREPA Tranche 1 WG conference call (0.4), prepare for conference call to discuss interconnection issues involving Salinas, Ciro, Convergent projects, LUMA EPC process, LCOS review, ESSA documentation, FOMB approval of BESS projects and submission of GSA, CPs under ESSAs and GSAs (2.6)	3.0
01/04/23	J Bowe	Discuss next steps in Tranche 1 and Tranche 2 procurement process support with K. Futch	0.2
01/04/23	K Futch	Attend to Tranche 1 RFP, including review final informative motion (0.4), coordinate LCOS review (0.6), prepare for and attend to working group call (3.1), review and revise PPOA template (1.4), discuss next steps on procurement process (0.3), start preparation of GSA approval documents (1.6), and attend to proponent interconnection issues (0.9).	8.3
01/04/23	P Rizk	PREPA weekly meeting (2.3); update task tracker (1.1); revise PPOA template with LUMA's comments (1.1)	4.5
01/05/23	K Futch	Attend to Tranche 1 RFP, including preparing VPP approval documents (3.8), review and revise cover letter for FOMB (0.9), review proponent monthly report (0.7), revise task tracker (0.3),	8.8

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Date	Timekeeper	Description	Hours
		and revise PPOA template (3.1).	
01/05/23	P Rizk	Discuss outstanding tasks with K.Futch (1.2); draft letter to FOMB for GSA submission and coordinate requested information from questionnaire and contractor forms (2.3)	3.5
01/06/23	J Bowe	Review correspondence from P. Rizk, to and from VPP proponent, regarding required certification (0.2); review article shared with D. Zabala (S&L) regarding feasibility of relying on 100% renewable generation (0.6)	0.8
01/06/23	K Futch	Review correspondence from P. Rizk regarding required certification (0.3); revise letter to FOMB (3.4), revise implementation report (1.9), follow-up issue from working group call (0.6), and review and revise PPOA and ESSA amendments (1.4).	7.6
01/06/23	P Rizk	Edit letter to FOMB	0.9
01/07/23	J Bowe	Review, comment upon draft letters to FOMB seeking approval of GSA	0.4
01/07/23	P Rizk	Draft letter to FOMB (1.1) and coordinate comments with proponent on letter and questionnaire accompanying letter (0.4)	1.5
01/09/23	J Bowe	Review LUMA Informative Motion addressing BESS scheduling in NEPR-MI-2020-0012	0.5
01/09/23	J Bowe	E-mails from, to F. Santos, K. Futch regarding completion of FOMB submission form, (0.2) response to FOMB letters on PREPA implementation report (0.3)	0.5
01/09/23	J Bowe	Review non-refundable fee calculations provided by K. Futch, comment on same	0.5
01/09/23	J Bowe	Review and revise response to FOMB comments on Implementation Report per K. Futch request	0.7
01/09/23	P Rizk	Meet with K.Futch about task tracker (0.6); edit letter to FOMB (0.6); Review and edit PPOAs and ESSAs (6.8)	8.0
01/10/23	J Bowe	E-mails from, to K. Futch regarding letter to FOMB (0.1); teleconference with K. Futch regarding status of generation O&M P3 agreement (0.2)	0.3
01/10/23	P Rizk	Review and edit 7 proponent ESSAs (4.8); proof letter to FOMB (0.5)	5.3
01/11/23	J Bowe	Prepare for, participate in conference call of PREPA Tranche 1 RFP Working Group call with PREPA, LUMA, S&L and K&S representatives regarding status of interconnection studies, responsibility for construction of interconnection works	0.7
01/11/23	J Bowe	Participate In PREPA only conference call regarding Tranche 1	0.8

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Date	Timekeeper	Description	Hours
		RFP; discuss status of FOMB sign off on administrative expense stipulation, possible pricing and term changes, possible meeting with PREB	
01/11/23	J Bowe	Review draft amendment to Interconnection Agreement proposed by LUMA, return to K. Futch	0.5
01/11/23	P Rizk	PREPA weekly meeting (1.6); meet with K.Futch to discuss ESSA edits (0.7); ESSA edits (0.8)	3.1
01/12/23	J Bowe	Review FOMB letter addressing ESSA approval request e-mails regarding same to, from K. Futch	0.2
01/12/23	J Bowe	E-mail from, to K. Futch regarding PPOA price update letter	0.2
01/12/23	P Rizk	Review and edit ESSAs (1.8); update task tracker (1.4)	3.2
01/13/23	J Bowe	Teleconference with K. Futch regarding way of dealing with FOMB sign off on ESSAs, next steps in discussing approvals with Proponents	0.5
01/13/23	P Rizk	Review proposal security deadlines, edit tracker and coordinate with K.Futch (2.1); edit ESSAs (3.7); PREPA and resource provider interconnection meeting (0.9)	6.7
01/14/23	J Bowe	E-mails from, to K. Futch, teleconference with K. Futch regarding administrative expense stipulation and path forward with FOMB, Proskauer	0.2
01/16/23	J Bowe	Review requests regarding P3A vote in favor of PREPA generation O&M outsourcing agreement	0.2
01/17/23	J Bowe	Review press reports of P3A approval of PREPA generation O&M outsourcing agreement	0.2
01/17/23	P Rizk	Resource Provider pricing discussion (1.9); edit and review ESSAs (5.2); review, edit and send out proposal security requests (0.6)	8.0
01/18/23	J Bowe	Discuss approaches to interconnection works with PREPA, LUMA representatives involving various solar and solar + storage projects, "Aguirre policy," interconnection study fees, need for meeting with PREB regarding interconnection issues, status of Tranche 2 RFP	1.5
01/18/23	J Bowe	Prepare for, participate in call with P. Possinger (Proskauer) and K. Futch regarding seeking FOMB concurrence on administrative expense stipulation	0.6
01/18/23	J Bowe	Participate in PREPA Tranche 1 RFP Working Group conference call to discuss interconnection issues, responsibility issues with LUMA representatives	0.5
01/18/23	P Rizk	PREPA weekly meeting (1.9); create proponent matrix (2.3); review and edit letter to resource provider (1.4)	5.6

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Date	Timekeeper	Description	Hours
01/19/23	J Bowe	Review press reports on PREPA generation O&M P3 agreement status, status of PREPA fuel cost recovery proceedings	0.5
01/19/23	K Cagle	Review and mark comments to draft of Letter of Credit from Citibank for the account of CS-UR Juncos PV	1.9
01/19/23	P Rizk	Edit letter to proponent (1.2); compile and edit big picture closing chart (1.0); update task tracker (0.7)	2.9
01/20/23	J Bowe	Review press report regarding new FOMB Executive Director plans regarding PREPA restructuring	0.1
01/20/23	J Bowe	Review press reports regarding approvals of PREPA generation O&M P3 agreement	0.1
01/20/23	P Rizk	Edit closing process matrix on excel and word and discuss edits with K.Futch (1.7); edit and update proponent PPOA (1.8)	3.5
01/21/23	J Bowe	Review press reports regarding PREPA Governing Board vote approving generation O&M outsourcing agreement	0.2
01/23/23	J Bowe	Teleconference with K. Futch regarding contacting PREB to discuss Tranche 1 pricing, interconnection responsibility, timing issues, interacting with D&V regarding same	0.3
01/23/23	J Bowe	E-mails from K. Futch to M. Vazquez regarding meeting with PREB to discuss interconnection issues, Tranche 1 price increase issues, need for extensions of time	0.2
01/23/23	J Bowe	E-mails from F. Santos, K. Futch regarding PPOA and ESSA price increase issues	0.1
01/23/23	P Rizk	Meet with K.Futch to discuss weekly to-do list and follow-up with proponents on updating proposal securities (0.6); edit proponent PPOAs and ESSAs (3.9); review and comment on letter of credit letter (.7)	5.2
01/24/23	J Bowe	Conference call with LUMA representative (D. Monasterio, O. Aponte, L. Davila, F. Lizardo), K. Futch regarding LUMA and PREPA roles and responsibilities under PPOAs, review Exhibit A listing roles and responsibility of each under PPOA	1.5
01/24/23	P Rizk	Review and update letter to proponent (0.4); edit PPOAs and ESSAs with formatting and amended and restated language (1.0); coordinate with internal working group and proponents regarding calls and other communications (0.4)	1.8
01/25/23	P Rizk	Edit ESSAs (0.4); update closing date tracker (.6); PREPA weekly meeting (2.1); communicate with proponents regarding proposal securities, schedule meetings, and interconnection studies (0.9)	4.0
01/26/23	J Bowe	Review DOE points previously made on PREPA PPOA (0.2), review and mark up summary for F. Santos regarding K&S involvement with RFP (0.2)	0.4
01/26/23	J Bowe	Review FERC information request (0.2); review press reports	0.4

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Date	Timekeeper	Description	Hours
		regarding Genera PR contract award (0.2)	
01/26/23	J Bowe	Review K. Futch correspondence regarding call with DOE representative on possible changes to address DOE concerns related to PPOAs, discuss same with K. Futch (0.3); draft response to to assertions regarding RFP involvement (0.3)	0.6
01/26/23	J Bowe	Discuss report of DOE request that AAFAF intervene in PREPA PPOAs and ESSAs with K. Futch, S. Kupka	0.3
01/26/23	J Bowe	Teleconference with K. Futch regarding meeting with PREB to discuss pricing, potential causes of delay, other Tranche 1 issues (0.6), review list of issues to be discussed (0.4)	1.0
01/26/23	P Rizk	Update task tracker (1.1); communicate with proponents about meetings / outstanding deliverables and update PPOAs and ESSAs (1.2)	2.3
01/27/23	J Bowe	Prepare for, participate in PREPA conference call to prepare for meeting with PREB to discuss Tranche 1 project pricing and delay issues	1.0
01/27/23	J Bowe	Review revised presentation for PREB meeting circulated by K. Futch and comment on same; conference call with F. Santos, C. Rivera, D. Zabala, K. Reyes (S&L), M. Vazquez (D&V), K. Futch, P. Rizk	1.5
01/27/23	J Bowe	Teleconference with K. Futch regarding revised presentation to PREB, concerns regarding FOMB administrative expense stipulation, individual proponent indications of need for price increases	0.5
01/27/23	P Rizk	PREB meeting (1.8); edit PPOAs and corresponding matrix (1.6)	3.4
01/28/23	J Bowe	Teleconference with S. Kupka regarding need for discussion with FOMB on need for administrative expense stipulation language in contract approvals, research FOMB approval letters, draft message addressing issue for S. Kupka to share with FOMB member	1.0
01/29/23	J Bowe	E-mail J. Peterson, S. Kupka, K. Futch regarding FOMB acknowledgment regarding nature of PREPA payments under PPOAs and ESSAs	0.2
01/29/23	J Bowe	Conference call with J. Peterson, S. Kupka, K. Futch regarding FOMB acknowledgment of administrative expense treatment	0.3
01/29/23	J Bowe	Revise email regarding FOMB response to request for stipulation on treatment of PREPA payments under Title III, transmit same to K. Futch for review	0.7
01/30/23	J Bowe	Prepare for, participate in meeting with PREB members to discuss status of Tranche 1 PPOAs and ESSAs (1.4); review correspondence from proponent regarding need for PPOA amendments (0.2)	1.6

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Date	Timekeeper	Description	Hours
01/30/23	J Bowe	Teleconference with K. Futch regarding results of meeting with PREB members and representatives of PREPA on Tranche 1 PPOAs and ESSAs	0.3
01/30/23	J Bowe	Review resource provider e-mails seeking extension of PPOA deadlines	0.2
01/30/23	P Rizk	Coordinate and schedule proponent meetings, as well as update checklists on proposal securities and interconnection studies	2.1
01/31/23	J Bowe	Teleconference with K. Futch regarding PREB response to question of question of which entities should absorb costs of contract costs overruns	0.2
01/31/23	J Bowe	Teleconference with K. Futch regarding status of discussions with LUMA on interconnection cost and responsibility issues and ability to offer extensions to proponents	0.3
01/31/23	P Rizk	Proponent call and coordinate with proponents on other outstanding items and setup calls (1.1); update PPOAs (4.1); draft best interest determination letter (1.1); proponent call (0.7); discuss matrix with K.Futch (0.8); edit and update matrix (2.7)	10.5
			<hr/> 153.6

TIMEKEEPER SUMMARY

Timekeeper	Status	Hours	Rate	Value
Jim Bowe	Partner	28.3	1087.00	30,762.10
Kim Cagle	Partner	1.9	1009.00	1,917.10
Kevin Futch	Counsel	37.4	1009.00	37,736.60
Philip Rizk	Associate	86.0	600.00	51,600.00
Total		<hr/> 153.6		<hr/> 122,015.80

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Task Summary

Task		Hours	Value
B801	Asset Analysis and Recovery	0.5	543.50
B803	Business Operations	132.8	108,515.20
B821	General Coporate Matters	20.3	12,957.10
Total		<hr/> 153.6	<hr/> 122,015.80